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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: 1455 MICHIGAN AVENUE OWNERS ASSOCIATON, INC.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check in the amount of \$87.50, representing the cost for the filing fee, certified copy and a certificate of status for the above-referenced corporation.

Sincerely yours,

G. Baldi

Gabriel Baldi, Registered Agent
1455 Michigan Avenue
No. 4
Miami Beach, Florida 33139
(305) 534-8127

Enclosures (including Check No. 340)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08/13

ARTICLES OF INCORPORATION

OF

1455 MICHIGAN AVENUE OWNERS ASSOCIATION, INC

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TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 718, Florida Statute, and certify as follows

ARTICLE I - NAME

The name of the corporation shall be 1455 MICHIGAN AVENUE ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as "the Association."

ARTICLE II - PURPOSE

The purpose for which the Association is organized is for the operation of the condominium located at 1455 Michigan Avenue in Miami Beach, Florida, created pursuant to Chapter 718 of the Florida Statutes.

ARTICLE III - POWERS

The powers of the Association shall include and be governed by the following provisions:

- 3.1 The Association shall have all the common-law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.
- 3.2 The Association shall have all powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate The Condominium, pursuant to the Declaration of Condominium, including, but not limited to, the following:
 - a) Assess. To make and collect assessments against members as Unit owners to defray the costs, expenses, and losses of the Condominium.
 - b) Disburse. To use the proceeds of assessments

in the exercise of its powers and duties.

- c) Maintain. To maintain, repair, replace and Operate the Condominium property.
- d) Insure. To purchase insurance upon the Condominium property and insurance for the Protection of the Association and its members as Unit owners, as well as liability Insurance for the protection of Directors of the Association.
- e) Reconstruct. To reconstruct improvements after casualty and further improve the Condominium property.
- f) Regulate. To make and amend reasonable rules and regulations respecting the use of the property in the Condominium.
- g) Enforce. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles and the By-Laws of the Association for the use of the property in the Condominium.
- h) Manage. To manage or contract for the management and maintenance of the Condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

- i) Employ. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.
 - j) Payment of Taxes and Liens. To pay taxes and assessments which are liens against any part of the Condominium (other than individual Units and the appurtenances thereto which are not owned by the Association).
 - k) Utilities. To pay the cost of all power, water, sewer and other utility services rendered to the Condominium and not the obligation of owners of individual Units.
- 3.3 The Association shall have the power to purchase Units in the Condominium, and to hold, lease, mortgage and convey the same.
- 3.4 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.
- 3.5 The Association shall make no distribution of income to its members, Directors or officers. The Association may, however, pay reasonable salaries and/or other compensation to Directors, officers or other employees.
- 3.6 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium.

ARTICLE IV - MEMBERS

- 4.1 The members of the Association shall consist of all the record owners of the Condominium Units; and in the event of termination of the Condominium, shall consist of those who are members at the time of such termination and their successors and assigns. If a Unit is owned by a corporation, partnership or more than one individual (in whatever capacity) the voting member shall be determined in the manner specified by

the By-Laws.

- 4.2 After the transfer of the ownership of a Unit, change of membership in the Association shall occur upon recording in the Public Records of the county in which the Condominium is situated, a deed or other instrument transferring record legal title to a unit in the Condominium. The transferee(s) designated by such instrument thus automatically become(s) a member Of the Association and the membership of the transferor is terminated.

ARTICLE V - DIRECTORS

- 5.1 The affairs of the Association shall be managed by a Board of Directors consisting of three Directors.
- 5.2 All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit owners when that is specifically required.
- 5.3 Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Such Directors may be removed and vacancies on the Board shall be filled in the manner provided in the By-Laws.
- 5.4 The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Herbert Wormser	4163 Los Altos Court Naples, FL 34109
Alvaro Zerpa	1455 Michigan Avenue Suite 15 Miami Beach, FL 33139

Susan Phillips 3823 Porter Street, N.W.
No. 304
Washington, D.C. 20016

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The office of treasurer may be held in conjunction with any other office by one person. The president and the secretary may not be residents of the same Unit. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Susan Phillips
Secretary	Gabriel Baldi
Treasurer	Herbert Wormser

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal place of business of the Association shall be:

1455 Michigan Avenue
No. 4
Miami Beach, FL 33139

The name of the Association's initial registered agent at such address shall be:

Gabriel Baldi

ARTICLE VIII - INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding in which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except with

regard to expenses and liabilities incurred for breach of a fiduciary duty to the Association or any of its members.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE IX - AMENDMENTS

Amendments to the Articles of Incorporation may be adopted by a majority of the members, except that until such time as Unit owners other than the Developer acquire control of the Association, amendments may be made only by the Board of Directors.

ARTICLE X - TERM

The term of the Association shall be perpetual.

ARTICLE XI - INCORPORATOR

The incorporator of these Articles of Incorporation is:

Gabriel Baldi
1455 Michigan Avenue
No. 4
Miami Beach, FL 33139

G. Baldi
Incorporator's Signature

11-19-99
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept this appointment as registered agent and designee to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

G. Baldi
Gabriel Baldi, Registered Agent