

P96000080124

----- THIS IS NOT OFFICIAL RECORD, SEE DOCUMENTS IF QUESTION OR CONFLICT -----

9/25/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:51 PM

((H96000013471 3))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: FAB-T CORP. AGENTS, INC. ACCT#: 071001002335  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0039 FAX #: (305)716-0346

NAME: VISTA HAVEN CORP.  
AUDIT NUMBER.....H96000013471  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER (CR) TO RETURN TO THE DOCUMENT LIST, ENTER 'M' FOR MENU. \*\*

9/25/96

FLORIDA DIVISION OF CORPORATIONS

3:51 PM

RECEIVED

96 SEP 26 PM 12:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 26 PM 4:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten notes:*  
Pulled reject  
5-9/26  
[Signature]  
[Signature]  
[Signature]



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

September 26, 1996

**FAS-T CORP. AGENTS**

**SUBJECT: VISTA HEAVEN CORP.**  
**REF: W96000020367**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

**A CORPORATION MAY HAVE ONLY ONE REGISTERED AGENT. PLEASE DELETE AN AGENT FROM ARTICLE VI. CECILIA STABILE SIGNED ACCEPTANCE AS AGENT.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway  
Document Specialist

FAX Aud. #: H96000013471  
Letter Number: 896A00044313

ARTICLES OF INCORPORATION  
OF

H96000013471

FILED

96 SEP 26 PM 4: 14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is VISTA HEAVEN CORP.

The principal place of business shall be: 8209 N.W. 66th Street • Miami FL 33168

ARTICLE II - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

Corporate existence shall commence at the time of filing of the articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of thirty dollars

(\$30.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is \_\_\_\_\_

8209 N.W. 66th Street • Miami FL 33168

and the name of the initial registered agent of this corporation at that address is \_\_\_\_\_

CECILIA STABILE

Prepared by: Cecilia Stabile  
8209 NW 66th St.  
Miami, FL 33166  
(305) 470-9377

Prepared by: CECILIA STABILE  
8209 N.W. 66th STREET  
MIAMI, FLORIDA 33168  
(305) 470-9377

H96000013497

5.2.1 when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

5.2.2 five (5) years from the date of this instrument."

**ARTICLE 6 - TERMS OF EXISTENCE**

The ASSOCIATION shall have perpetual existence.

**ARTICLE 7 - INCORPORATOR**

The name and address of the incorporator is:

<b>NAME</b>	<b>ADDRESS</b>
Norman Leopold	20801 Biscayne Boulevard Suite 501 Aventura, FL 33160

**ARTICLE 8 - DIRECTORS**

8.1 The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the ASSOCIATION.

8.2 All of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to the approval by the members only when specifically required.

8.3 So long as Class B membership shall exist pursuant to the provisions of Article 5 hereinabove, DECLARANT shall have the right to appoint all of the directors, and thereafter shall have the right to appoint one director so long as the DECLARANT owns any LOT. The DECLARANT may waive its right to elect one or more directors by written notice to the ASSOCIATION, and thereafter such directors shall be elected by the members. When the DECLARANT no longer owns any LOT within the SUBJECT PROPERTY, all of the directors shall be elected by the members in the manner provided by the BYLAWS.

8.4 Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS; however, any director appointed by the DECLARANT may be removed only by the

H96000013497

H96000013497

DECLARANT if, at the time such vacancy is to be filled, the DECLARANT is entitled to appoint the directors.

8.5 The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Donald S. Smith	815 N. Red Road Suite 400 Miami, FL 33126
Leslie Gonzalez Smith	815 N. Red Road Suite 400 Miami, FL 33126
Robert Stiegele	815 N. Red Road Suite 400 Miami, FL 33126

**ARTICLE 9 - OFFICERS**

The officers of the ASSOCIATION shall be a President, Vice President, Secretary, Treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

<b>PRESIDENT</b>	Donald S. Smith
<b>VICE PRESIDENT</b>	Robert Stiegele
<b>SECRETARY/TREASURER</b>	Leslie Gonzalez Smith

**ARTICLE 10 - INDEMNIFICATION**

10.1 The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative proceedings brought by reason of the fact that he is or was a director, employee, officer or agent of the ASSOCIATION, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the ASSOCIATION; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance

H96000013497

or malfeasance in the performance of his duties to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

10.2 To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.3 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

10.4 The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any BYLAW, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.5 The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

H96000013497

H96000013497

**ARTICLE 11 - BYLAWS**

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the DECLARANT, the directors and/or members in the manner provided by the BYLAWS.

**ARTICLE 12 - AMENDMENTS**

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

12.1 A majority of the BOARD shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual meeting or a special meeting.

12.2 Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

12.3 At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the ASSOCIATION.

12.4 Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

12.5 If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

12.6 No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members and the joinder of all INSTITUTIONAL LENDERS holding mortgages upon the LOTS. No amendment shall be made that is in conflict with the DECLARATION. Prior to the closing of the sale of all LOTS within the SUBJECT PROPERTY, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the DECLARANT, unless the DECLARANT shall join in the execution of the amendment, including, but not limited to, any right of the DECLARANT to appoint directors pursuant to Article 8.

H96000013497

**ARTICLE XIII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV - AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscribers have executed these articles of incorporation this 24 day of September, 19 98.

*[Handwritten signatures]*  
\_\_\_\_\_  
\_\_\_\_\_

FILED  
9C SEP 26 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CECILIA STABILE known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of September, 19 98.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

I, the undersigned, having been name as initial registered agent of the Corporation in the foregoing articles of incorporation here by accept said office and will serve in said capacity.

*[Handwritten signature]*  
\_\_\_\_\_  
REGISTERED AGENT