

RECORDED  
MAY 21 1982

ARTICLES OF INCORPORATION

OF

SWEETWATER VILLAS WEST CONDOMINIUM ASSOCIATION, INC.

(A CORPORATION NOT FOR PROFIT)

THE UNDERSIGNED, hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I.

N A M E

The name of this corporation is SWEETWATER VILLAS WEST CONDOMINIUM ASSOCIATION, INC.

ARTICLE II.

P U R P O S E

The purpose for which this Association is organized is the operation and management of the Condominium which is to be created upon lands located in Dade County, Florida, described in Exhibit "A" attached hereto, and known as SWEETWATER VILLAS WEST, a Condominium (the "Condominium").

The Association is to undertake the performance of and to carry out the acts and duties incident to the administration of the operation and management of the condominium in accordance with the terms, provisions, conditions and authorizations, contained in the Declaration of Condominium (the "Declaration") which will be recorded among the Public Records of Dade County, Florida, encompassing the real property described above and the improvements thereon that are submitted to condominium ownership; and to own, maintain, manage, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary and convenient in the administration of the Condominium.

ARTICLE III.

P O W E R S

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

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, the Declaration of Condominium, the By-Laws or Chapter 718, Florida Statutes ("the Act").

2. The Association shall have all the powers and duties granted to the Association by the Act. The Association shall have all the powers reasonably necessary to implement the purpose of the Association, and all of the powers granted to it in the Declaration after the Declaration is recorded among the Public Records of Dade County, Florida. Without limiting the generality of the foregoing, the Association shall have power:

(a) To make and collect assessments, fees and other charges against members as Unit Owners and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the condominium property and for the health, comfort, safety and welfare of the Unit Owners.

(d) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of the Units as may be provided by the Declaration.

(e) To contract for the management of the Condominium Property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the Declaration to have approval of the Board of Directors or the Unit Owners as members of the Association.

(f) To maintain, repair replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association for use by the Unit Owners.

(g) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and members as Unit Owners.

(h) To employ personnel to perform the service required for the proper operation of the Condominium.

3. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4. The Association shall make no distribution of income to its members, directors or officers, except that it may pay reasonable salaries or compensation to such of its officers as it deems proper from time to time.

5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

ARTICLE IV.

M E M B E R S

The qualification of members, the manner of their admission to membership and termination of such membership and voting by such members shall be as follows:

1. All Unit Owners shall be members of the Association.

2. Membership in the Association shall be established by recording in the Public Records of Dade County, Florida, a deed establishing a change of record title to a Condominium Parcel in the Condominium and the notification, in writing, to the Association of the recording information. The new record owner designated by such instrument thereby becomes a member of the Association if his purchase was in compliance with Article XIV of the Declaration. The membership of the prior owner shall thereby terminate. The Developer to the extent of its ownership of Units, is a member of the Association, holding memberships equal to the number of Units it holds.

3. The share of a member in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner except as an appurtenance to the individual unit.

4. Members of the Association shall be entitled to one (1) vote for each Unit owned by such member. If the unit is jointly owned by two or more persons (or by a corporation) the joint owners of the corporation, as the case may be, shall designate one person who shall exercise the right to vote permitted for each resident Unit owned. All in all, there shall be a total of seventy-five (75) votes comprising the vote of the Association. Voting rights will be exercised in the manner provided by the By-Laws of the Association.

5. The By-Laws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

ARTICLE V.  
D I R E C T O R S

1. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association or owners of Units in the Condominium.

2. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the Unit Owners, Institutional Mortgagees or the Developer when such approval is specifically required.

3. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies provided by the By-Laws.

4. The Developer of the Condominium shall apoint the members of the first Board of Directors who shall hold office for the period described in the By-Laws.

5. The name and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the By-Laws are:

<u>NAME</u>	<u>ADDRESS</u>
ALFREDO VALDES	10253 S.W. 7th Street Sweetwater, FL 33174
RAFAEL GARCIA	2721 S.W. 128th Avenue Miami, FL 33165
SIXTO VALDES	10202 S.W. 1st Street Sweetwater, FL 33174

ARTICLE VI.  
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at the first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESSES</u>	<u>OFFICE</u>
ALFREDO VALDES	10253 S.W. 7th Street Sweetwater, FL 33174	PRESIDENT
RAFAEL GARCIA	2721 S.W. 128th Avenue Miami, FL 33165	VICE PRESIDENT
SIXTO VALDES	10202 S.W. 1st Street Sweetwater, FL 33174	SECRETARY- TREASURER

ARTICLE VII.  
I N D E M N I F I C A T I O N

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 by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgment, penalties fines and amounts paid in settlement actually and reasonably incurred by him in connection with such 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 interest of the Association, and, with respect to any criminal action or proceeding, 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 misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or

suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such 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, 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 interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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 Section 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.

3. Any indemnification under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members of the Association.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors 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 in this Article VII.

5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Laws, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise,

and 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 and personal representatives of such person.

6. The Association shall have the power to purchase and maintain, insure 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, or 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.

ARTICLE VIII.

BY - L A W S

The first By-Laws of the Association shall be those By-Laws appended to the Declaration of Condominium and may be altered, amended or rescinded in the manner provided by said By-Laws by an affirmative vote of a majority of the owners of the Units.

ARTICLE IX.

A M E N D M E N T S

1. Until such time as the Developer has completed and closed the sales of all of the condominium units in the condominium for which this Association will operate, the Articles of Incorporation may be amended as to any of the particulars contained herein by the Developer, in its sole discretion, and in addition thereof, the proceedings of all meetings of the Association shall have no effect unless approved by the Developer as to the amendment of the condominium documents. This right is subject, however, to the provisions that the Developer cannot make any substantial change in the purpose of the Association.

2. These Articles of Incorporation may also be amended in the following manner:

(a) Notice of the subject matter of the proposed amendment shall be included in a notice of any regular and special meeting at which such proposed amendment is considered.

(b) A resolution approving a proposed amendment may be proposed by either a majority of the Board of Directors or by one-third (1/3rd) of the Membership of the Association, and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive approval by the other body. Such approval must be an affirmative vote of a majority of the votes of the members of the Association; and such approval must be by an affirmative vote of two-third (2/3rds) of the members of the Board of Directors.

(c) Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in Section 3, 4, and 5 of Article III, entitled "Powers" without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or By-Laws, nor shall any amendment 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 Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment.

ARTICLE X.

TERM

The term of the Association shall be the life of the Condominium, unless the Association is terminated sooner by the unanimous action of its members. The Association shall be terminated by the termination of the Condominium in accordance with the Declaration.

ARTICLE XI.

SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:


ANTHONY J. BLATY  
7600 Red Road, Suite 217  
South Miami, Florida 33143

ARTICLE XII.

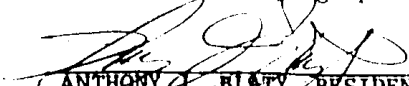
RESIDENT AGENT

The Resident Agent of the Association for purposes of accepting service of process shall be ANTHONY J. BLATY, ESQ., 7600 Red Road, Suite 217, South Miami, Florida 33143.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 7<sup>th</sup> day of June, 1982.

  
\_\_\_\_\_  
ANTHONY J. BLATY, RESIDENT AGENT AND  
SUBSCRIBER

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
\_\_\_\_\_  
ANTHONY J. BLATY, RESIDENT AGENT



STATE OF FLOIRDA )  
COUNTY OF DADE ) SS:

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared, ANTHONY J. BLATY, to me known to be one of the subscribers to the Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and offical seal at said County and  
this 7<sup>th</sup> day of June, 1982.



William H. Turner  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
FOR THE TERM OF 4 YEARS  
MY COMMISSION EXPIRES APRIL 1986