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FLORIDA PROFIT/NON PROFIT CORPORATION

Palmetto Distribution Facility I Condominium Associa

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ARTICLES OF INCORPORATION
OF
PALMETTO DISTRIBUTION FACILITY I CONDOMINIUM ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)

In order to form a corporation not-for-profit under and in accordance with Chapter 817 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

EXPLANATION OF TERMINOLOGY

The terms contained in these Articles which are contained in the Declaration of Condominium ("Declaration") creating PALMETTO DISTRIBUTION FACILITY I, A CONDOMINIUM, shall have the meaning of such terms set forth in the Declaration.

ARTICLE I

NAME

The name of this Association shall be PALMETTO DISTRIBUTION FACILITY I CONDOMINIUM ASSOCIATION, INC., whose mailing address is c/o Cargo Ventures LLC, 17 State Street, 9th Floor, New York, NY 10004 and whose street address is at Suite 107, 2205 NW 107th Street, Doral, FL 33172.

ARTICLE II

PURPOSE OF ASSOCIATION

The purpose for which this Association is organized is to maintain, operate and manage the Condominium and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

ARTICLE III

POWERS

The Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit and all powers set forth in the Florida Statutes Chapter 718, Florida Statutes Chapter 607, and Florida Statutes Chapter 817 which are not in conflict with or limited by the terms of the Declaration, these Articles and the By-Laws of the Act.

B. The Association shall have all of the powers of an owners association under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. to make, establish and enforce reasonable Rules and Regulations governing the Condominium and the use of Units;
2. to make, levy, collect and enforce Special Assessments and Annual Assessments against Unit Owners and to provide funds to pay for the expenses of the Association and the maintenance, operation and management of the Condominium in the manner provided in the Declaration, these Articles, the By-Laws and the Condominium Act and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;
3. to maintain, repair, replace and operate the Condominium in accordance with the Declaration, these Articles, the By-Laws and the Act;
4. to reconstruct improvements of the Condominium in the event of casualty or other loss in accordance with the Declaration;
5. to enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Act; and,
6. to employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Condominium and to enter into such other agreements that are consistent with the purpose of the Association.

All powers of the Association shall be exercised in accordance with the terms, conditions and limitations set forth in the Declaration.

ARTICLE IV**MEMBERS**

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

A. Until such time as the recording of the Declaration, the Members of this Association shall be comprised solely of the Incorporator ("Incorporator Member") to these Articles. The Incorporator Member shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.

B. Upon the recording of the Declaration, the Incorporator Member's rights and interests shall be automatically terminated and the Unit Owners, which in the first instance means Developer as the owner of the Units, shall be entitled to exercise all of the rights and privileges of Members.

C. Membership in the Association shall be established by the acquisition of ownership of a Condominium Unit in the property as evidenced by the recording of an instrument of conveyance amongst the Public Records of Miami-Dade County, Florida, whereupon, the membership in the Association of the prior Unit Owner thereof, if any, shall terminate (for that Unit if more than one is owned by the transferor). New Members shall deliver a copy of the recorded deed or other instrument of acquisition of title to the Association.

D. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to his Condominium Unit.

E. With respect to voting, the Members as a whole shall vote. Each Condominium Unit with respect to all matters upon which Unit Owners are permitted or required to vote as set forth in the Declaration, these Articles or By-Laws shall be entitled to the number of votes pursuant to Section 8.6 of the Declaration and such votes shall be exercised and cast in accordance with the Declaration, these Articles and the By-Laws.

ARTICLE V**TERM**

The term for which this Association is to exist shall be perpetual.

ARTICLE VI**INCORPORATOR**

The name and address of the Incorporator of this Association is as follows:

NAME	ADDRESS
CV Miami 74 th Street LLC	o/o Garga Ventures LLC 17 State Street, 9 th Floor New York, NY 10004

ARTICLE VII**OFFICERS**

A. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible.

ARTICLE VIII

FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:	Jacob A. Citrin
Vice President:	George Passarella
Treasurer:	Mark Pasquerella
Secretary:	Mark Pasquerella

ARTICLE IX

BOARD OF DIRECTORS

A. The form of administration of the Association shall be initially by a Board of three (3) Directors.

B. The names and addresses of the persons who are to serve initially as the first Board of Directors ("First Board") are as follows:

NAME	ADDRESS
Jacob A. Citrin	c/o Cargo Ventures LLC 17 State Street, 9 th Floor New York, NY 10004
George Passarella	c/o Cargo Ventures LLC 17 State Street, 9 th Floor New York, NY 10004
Mark Pasquerella	c/o Cargo Ventures LLC 17 State Street, 9 th Floor New York, NY 10004

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.

C. The First Board shall serve until the "Initial Election Meeting," as hereinafter described, which shall be held sixty (60) days after the sending of notice by Developer to the Association that Developer voluntarily waives his right to continue to designate the members of the First Board, whereupon the First Board shall resign and be succeeded by the "Initial Elected Board" (as hereinafter defined). Notwithstanding the foregoing, however, when Unit Owners other than the Developer own more than twenty-five (25%) percent of the units in the Condominium, they shall be entitled to elect one-third (1/3) of the Board.

D. Within seventy-five (75) days after the Unit Owners, other than the Developer, are entitled to elect a member of the Board of Directors of the Association, the Association shall call, and give not less than sixty (60) days notice of an election for the members of the Board of Directors. The election shall proceed as provided in Florida Statutes Chapter 718.112(2)(d). The notice may be given by any Unit Owner if the Association fails to do so. Upon election of the first Unit Owner, other than Developer, to the Board of Directors, the Developer shall forward to the Bureau of Condominiums the name and mailing address of the Unit Owner Board Member.

ARTICLE X

INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

ARTICLE XI

BY-LAWS

The By-Laws of the Association shall be adopted by the First Board, and thereafter may be

altered, amended or rescinded in the manner provided for in the By-Laws and the Act. As is set forth in the By-Laws, the By-Laws may be amended by the affirmative vote of not less than a majority of the voting interests of the Members present at an annual Members meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board.

ARTICLE XII

AMENDMENTS

A. Prior to the recording of the Declaration amongst the Public Records of Miami-Dade County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of such amendment shall always be attached to any certified copy of these articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.

B. After the recording of the Declaration amongst the Public Records of Miami-Dade County, Florida, these Articles may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Members) at which such proposed amendment is to be considered; and

2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted and approved by the other of said bodies. Approval by the Members must be by a vote of a majority of the voting interests of the Members present at a meeting of the membership at which a quorum (as determined in accordance with the By-Laws) is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.

C. A copy of each amendment shall be certified by the Secretary of State and recorded amongst the Public Records of Miami-Dade County, Florida.

ARTICLE XIII

REGISTERED AGENT

The name and address of the initial Registered Agent is CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.

Randy B. Bagnasco
Notary Public, State of New York
No. 00527043 294
Qualified in Queens County
Commission Expires June 13, 2012

STATE OF NEW YORK)
COUNTY OF QUEENS) SS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, as Jacob A. Clark, Chairman and Manager of Cargo Ventures LLC, a New York limited liability company and manager of CV Miami 74th Street LLC, a Delaware limited liability company, known to me personally as the incorporator who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same of the purposes therein expressed, and who did take oaths.

WITNESS my hand and official seal in the County and State aforesaid, this 26 day of July, 2006.

My commission expires June 13, 2012

Randy B. Bagnasco
Notary Public, State of NEW YORK

ACKNOWLEDGEMENT BY DESIGNATED (REGISTERED) AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

DATED THIS 27th DAY OF July, 2006.

BY: *Carine Bayon*
(Registered Agent)

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this _____ day of _____, 2006, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, _____, to me known to be the individual described in and who executed the foregoing instrument as registered agent to the Articles of Incorporation of PALMETTO DISTRIBUTION FACILITY I CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation, and he severally acknowledged to me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have set my hand and official seal in the County and State aforesaid on the day and year last above written.

Notary Public, State of Florida
My commission expires:

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation as of the day and year next forth below.

CHIMARR 24TH STREET LLC

By: Caryn Vashon LLC
Its: Manager

Caryn Vashon
Caryn A. Vashon
Its: Chairman and Manager

Date: _____

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TALLAHASSEE, FLORIDA