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ANDRE R. FOURNIER  
Law Office  
1000 Kane Concourse #202  
Bay Harbor Island, FL 33154  
Member: Florida and Georgia Bars

Mailing Address:  
P.O. Box 548581  
Surfside, FL 33154

Dade: (305) 865-6736  
Broward: (305) 783-8499  
Fax: 865-6756

January 31, 1995

Secretary of State of Florida  
Division of Corporations  
409 East Gains  
Tallahassee, Florida 32399

SECRET  
-02-06-95-01062--013  
\*\*\*12.50 \*\*\*12.50

Attn: Ms. Lyn Turley, Assistant Bureau Chief

Re: 9900 WEST CORPORATION and 9900 WEST CORPORATION, INC.

Dear Ms. Turley:

Enclosed, as promised, are the Articles of Incorporation, (original and copy), of 9900 West Corporation, Inc., together with my Trust Account check in the amount of \$122.50.

Please file the Articles With the Secretary of State, and return the undersigned a Certified Copy of the Articles and Certificate of Incorporation.

In addition, find Articles of Dissolution of 9900 West Corporation, copy of Waiver and Resolution of 9900 West Corporation authorizing the formation of the new corporation and dissolution of 9900 West Corporation and my Trust Account check in the amount of the filing fee of \$35.00. These documents are to be held in Trust by you until notified in writing by me that I have filed the Declaration of Condominium and exhibits annexed thereto [including the Articles of Incorporation of 9900 West Corporation, Inc.] in the Public Records of Dade County, Florida and 9900 West Corporation has conveyed all six units to the respective grantees.

Thank you for your cooperation.

Very truly yours,

Andre R. Fournier, Esq.

ARF/db

enclosures

DMC 2/2/95

*Note: Diss. Same people*

*Mr. Fournier gave auth. by phone to correct Article XIII. Registered Agent.*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
9900 WEST CORPORATION, INC.,

ARTICLE I

The name of the corporation is:

9900 WEST CORPORATION, INC.,

ARTICLE II

This corporation is incorporated as a corporation not-for-profit under the provisions of Chapter 617 Florida Statutes, and the general purpose for which this corporation is organized is to be the "Condominium Association" as defined in the Condominium Act of the State of Florida, Florida Statute 718, as amended, for the condominium property known as 9900 WEST CORPORATION a condominium, located in Dade County, Florida.

ARTICLE III

The members of this corporation shall consist of all of the record owners of the Condominium Units in the Condominium, and all persons who are co-owners of Condominium Units within said condominium property shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer the owner of a condominium unit. The share of a member in the funds and assets of this corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Condominium Unit. The number of votes allotted to each unit is set forth in Exhibit "C" to the Declaration of Condominium of 9900 WEST CORPORATION.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE IV

The officers who are to serve until their successors are appointed by and serve at the pleasure of the Board of Directors are as follows:

President DAVID LASKY      Apt.1, 9900 West Corporation  
9900 West Bay Harbor Drive  
Bay Harbor Island, Florida

V.P.	RENE TORRADO	Apt.3 , 9900 West Corporation 9900 West Bay Harbor Drive Bay Harbor Island, Florida
Sec't	CAROL CARDINALE- SANTANA	Apt.5, 9900 West Corporation 9900 West Bay Harbor Drive Bay Harbor Island, Florida
Treas.	RENE TORRADO	Apt.3, 9900 West Corporation 9900 West Bay Harbor Drive Bay Harbor Island, Florida

ARTICLE VI

The corporation shall be governed by a Board of Directors consisting of six (6) persons [each a unit owner or his/her/its duly appointed representative] and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members are as follows:

DAVID LASKY	Apt.1, 9900 West Corporation 9900 West Bay Harbor Drive Bay Harbor Island, Florida
ANDRE' R. FOURNIER	Apt.2, 9900 West Corporation 9900 West Bay Harbor Drive Bay Harbor Island, Florida
RENE' TORRADO	Apt.3, 9900 West Corporation 9900 West Bay Harbor Drive Bay Harbor Island, Florida
BERNARD KAYMAN	Apt.4, 9900 West Corporation 9900 West Bay Harbor Drive Bay Harbor Island, Florida
FRANCIS X. SANTANA	Apt.5, 9900 West Corporation 9900 West Bay Harbor Drive Bay Harbor Island, Florida
JOSEPH ORR, JR	Apt.6, 9900 West Corporation 9900 West Bay Harbor Drive Bay Harbor Island, Florida

The affairs of the Corporation shall be managed and governed by a

Board of Directors composed of not less than five (5) nor more than six (6) members. The Directors subsequent to the first Board of Directors shall be elected at the annual meeting of the membership for term of one year or until they have sold transferred or conveyed their respective unit. Provisions for such election and provisions respecting a removal disqualification and resignation of Directors and for filling vacancies on the Board shall be established by the By-Laws.

#### ARTICLE VII

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

DAVID LASKY                      Apt.1, 9900 West Corporation  
    9900 West Bay Harbor Drive  
    Bay Harbor Island, Florida

#### ARTICLE VIII

The By-Laws of this corporation shall be made and adopted by the first Board of Directors and attached to the Condominium Declaration to be filed in the Public Records of Dade County, Florida, which By-Laws may be altered, amended or rescinded at any duly called meeting of the members in the manner provided by said By-Laws.

#### ARTICLE IX

Amendments of these Articles shall be proposed and adopted in the following manner:

Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

Adoption: A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing providing the approval is delivered to the secretary at or prior to the meeting. The approval must be by not less than 5 of 6 of the votes of the entire membership of the Association and the Board of Directors.

Limitation: Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members without approval in writing by

all members and the joinder of all record owners of mortgages upon units so effected. No amendment shall be made that is in conflict with the Act or the Declaration.

Recording : A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statute, and a copy certified by the Secretary of State, shall be recorded in the Public Records of Dade County, Florida.

#### ARTICLE X

This Corporation shall never have nor issue shares of stock nor will it ever have or provide for non-voting membership, nor shall there ever be any dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers, provided, however, that upon the termination of the Condominium in accordance with the Florida Statutes as amended, from time to time, or pursuant to the Declaration of Condominium, the distribution of the assets of the corporation shall be in accordance with the provisions of the Declaration of Condominium.

#### ARTICLE: XI

The corporation shall have all the powers set forth and described in Chapter 617.021 Florida Statutes, as amended from time to time, together with those powers conferred or implied by the aforesaid Declaration of Condominium, this charter and any and all lawful By-Law, of the corporation or powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium. The Corporation may not compensate its members, Directors and Officers for services rendered, as provided in the By-Laws.

#### ARTICLE XII

Indemnity: 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 (other than an action by or in the right of the Association 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), judgments, 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 causa to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or

willful misfeasance or willful 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnify 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 lawful.

Expenses: 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 the paragraph above or in defense by 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, Approval: Any indemnification under this section (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 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, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the members.

Advances: 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. However, in the event such funds are advanced and it is subsequently determined by a Court of competent jurisdiction that the Director, officer, employee or agent acted in bad faith or in a manner he reasonably believed to be opposed to the best interest of the Association, then, upon demand he shall be responsible to return to the Association, all such funds advanced on his behalf.

Miscellaneous: 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-law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office and as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of that person's heirs, personal representatives, successors and assigns.

Insurance: 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, 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 business 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.

Voting: The voting rights of the unit owners being members of this corporation shall be as set forth in the Declaration of Condominium and/or By-Laws.

#### ARTICLE XIII

The initial registered <sup>/principal</sup> office of this corporation shall be 9900 West Bay Harbor Drive, Bay Harbor Island, Florida, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at this address shall be ~~DAVID LASKY~~  
FRANCIS X. SANTANA.

IN WITNESS WHEREOF, we the undersigned, have executed these Articles of Incorporation for the uses and the purposes herein stated on this the 25 day of January, 1995.

  
\_\_\_\_\_  
David Lasky                      Incorporator

STATE OF FLORIDA

SS

COUNTY OF DADE

The foregoing instrument was acknowledged before me this day of January, 1995, by David Lasky who is

personally known to me or who has produced drivers license  
as identification and who did/not take an oath.

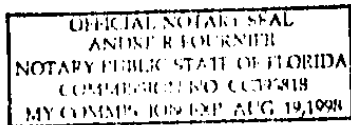
NOTARY PUBLIC STATE OF FLORIDA

Sign

Print

*Andre R. Fournier*  
Andre R. Fournier

My Commission Expires:





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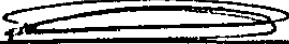
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
FOR SERVICE OF PROCESS

Having been named as Registered Agent, I do hereby accept and agree to act in the capacity as Registered Agent for the above named corporation, and agree to comply with the provisions of Chapter 48 Florida Statutes relative to keeping open said office as required.

Dated this 25 day of <sup>January</sup> ~~December~~, 1994.

  
Francis X. Santana, Esq.  
9900 West Bay Harbor Drive  
Bay Harbor Islande Fl., 33154