

FILED  
133 SEP 30 11 3 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VENETIA CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I  
NAME

The name of this corporation shall be VENETIA CONDOMINIUM ASSOCIATION, INC., For convenience, the corporation shall herein be referred to as the "Association."

ARTICLE II  
PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate Venetia, the Condominium (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public Records of Dade County, Florida.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. The Association shall have all of 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 and the Condominium Act. The Association shall also have all of the powers of condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE III  
MEMBERS

A. Each unit owner in the Condominium and the Subscribers to these Articles shall automatically be members of the Association. Membership of the Subscribers shall terminate upon the Developer being divested of all units in the Condominium and upon control of the Association being turned over to the unit owners in the Condominium.

B. Membership, as to all members other than the Subscribers, shall commence upon the acquisition of fee simple title to a unit in the Condominium or, as provided in the Declaration, upon transfer of title upon the death of a member, and shall terminate upon the divestment of title to said unit.

C. On all matters as to which the membership shall be entitled to vote there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

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

ARTICLE IV  
EXISTENCE

The Association shall have perpetual existence.

ARTICLE V  
SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
Urana D. Gray	444 Brickell Avenue Suite 530 Miami, Florida 33131
Bruce D. Anderson	444 Brickell Avenue Suite 530 Miami, Florida 33131
Philip C. Dahan	444 Brickell Avenue Suite 530 Miami, Florida 33131

ARTICLE VI  
DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors composed initially of three persons, in accordance with Article III of the Association's By-Laws.

B. In accordance with Article III of the By-Laws of the Association, at the Initial Election Meeting (as defined in the By-Laws) and all times thereafter the members of the Association shall be divided into the following classes of membership for the purpose of electing directors of the Association:

(1) Residential Members. All members of the Association who own at least one Residential Unit.

(2) Retail Members. All members of the Association who own at least Retail Unit.

(3) Type "A" Members. All members of the Association who own at least one Commercial-Type "A" Unit.

(4) At Large Members. All Members of the Association including, but not limited to, Residential Members, Retail Members and Type "A" Members.

C. In accordance with Article III of the By-Laws of the Association, at the Initial Election Meeting and at all times thereafter the Board of Directors of the Association shall consist of seven (7) members, divided into the following classes, who shall be

elected by the following respective classes of members of the Association:

(1) Residential Directors. Two directors (the "Residential Directors") shall be elected by a vote of the Residential Members.

(2) Retail Directors. Two directors (the "Retail Directors") shall be elected by a vote of the Retail Members.

(3) Type "A" Directors. Two directors (the "Type "A" Directors") shall be elected by a vote of the Type "A" Members.

(4.) At Large Director. One director (the "At Large Director") shall be elected by the At Large Members; subject, however, to the rights of Developer as set forth in Article III 1.A of the By-Laws of the Association.

D. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board, the remaining Directors shall, subject to the rights of the Developer, select a member to fill the vacancy until the next annual meeting of the membership.

E. The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

<u>NAME</u>	<u>ADDRESS</u>
Urana D. Gray	444 Brickell Avenue Suite 530 Miami, Florida 33131
Bruce D. Anderson	444 Brickell Avenue Suite 530 Miami, Florida 33131
Philip C. Dahan	444 Brickell Avenue Suite 530 Miami, Florida 33131

ARTICLE VII  
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Urana D. Gray	President	444 Brickell Avenue Suite 530 Miami, Florida 33131
Bruce D. Anderson	Vice-President	444 Brickell Avenue Suite 530 Miami, Florida 33131
Philip C. Dahan	Secretary	444 Brickell Avenue Suite 530 Miami, Florida 33131
Bruce D. Anderson	Treasurer	444 Brickell Avenue Suite 530 Miami, Florida 33131

ARTICLE VIII  
BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or mortgagees of units without their prior written consent.

ARTICLE IX  
AMENDMENTS TO ARTICLES

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

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by members of the Association holding at least a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of a majority of the Board of Directors and by an affirmative vote of members holding at least 2/3 of the votes of the Association.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

ARTICLE X  
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 upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

ARTICLE XI  
TRANSACTIONS IN WHICH  
DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be invalid, void or

voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XII  
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 444 Brickell Avenue, Miami, Florida 33131, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office is located at 16400 N.W. 2nd Avenue, Miami, Florida 33169, and the initial registered agent therein is Richard B. Ivans.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20<sup>th</sup> day of September, 1983.

Urana D. Gray  
Urana D. Gray  
Bruce D. Anderson  
Bruce D. Anderson  
Philip C. Dahan  
Philip C. Dahan

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF DADE                    )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of September 1983 by Urana D. Gray.

Kathleen Cray  
Notary Public  
State of Florida at Large  
My Commission Expires: 2/26/86

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 20th day of September, 1983 by Bruce D. Anderson.

Kathleen Cragan  
Notary Public  
State of Florida at Large  
My Commission Expires: 2/26/86

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 20th day of September, 1983 by Philip C. Dahan.

Kathleen Cragan  
Notary Public  
State of Florida at Large  
My Commission Expires: 2/26/86

The undersigned accepts appointment as Registered Agent.

Richard B. Ivans  
Richard B. Ivans