

FILED

Mar 3 1962

REC. 511 1000 AM  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INC.

DORAL COLONY HOMEOWNERS ASSOCIATION, INC.

In order to form a corporation under and in accordance with the provisions and the laws of the State of Florida for the formation of a corporation not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and the powers hereinafter mentioned; to that end, we do, by these Articles of Incorporation, set forth the following:

ARTICLE I

NAME: The name of this corporation shall be

DORAL COLONY HOMEOWNERS ASSOCIATION, INC.

herein referred to as the "Association," whose business will be conducted at Doral Estates subdivision, Dade County, Florida.

ARTICLE II

en:

PURPOSES: The general nature, objects and purposes of this Association are to administer, operate and enforce the provisions of the Declaration of Covenants and Restrictions for Doral Estates and to own certain parcels of real property described in said instrument.

ARTICLE III

ADDRESS: The street address of the registered office of this corporation within the State of Florida will be: 4400 N.W. 87th Avenue, Miami, Florida 33166, or such other place as the Board of Directors of the Association may from time to time choose.

ARTICLE IV

TERM: The term for which this corporation is to exist shall be perpetual.

ARTICLE V

DEFINITIONS:

1. CAROL MANAGEMENT CORPORATION, a New York corporation, their successors and assigns, means the DEVELOPER.
2. ARTICLES means this document.
3. ASSOCIATION means DORAL COLONY HOMEOWNERS ASSOCIATION, INC.
4. BY-LAWS means the By-Laws of the Association.
5. DORAL COLONY means the real property being developed by the DEVELOPER into 19 townhomes although the DEVELOPER has reserved the option to add property to DORAL COLONY so that an additional 70 townhomes may be constructed for a total then of 89 townhomes.
6. All of the definitions set forth in the Declaration of Covenants, Restrictions and Easements for DORAL COLONY HOMEOWNERS are hereby incorporated into these Articles of Incorporation by reference.

ARTICLE VI

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

1. 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 the Declaration or Easement.

2. The Association shall have all of the powers necessary to implement purposes of the Association, including but not limited to, the following:

(a) To make, establish and enforce reasonable rules and regulations governing the use and maintenance of the Common Areas of DORAL COLONY.

(b) To make, levy and collect assessments against the owners of residential parcels; to provide funds to pay for the expenses of the Association and to use and expend the proceeds of assessments and exercise of the powers and duties of the Association.

(c) To maintain, insure, repair, and replace the Units and the Common Areas, all as set forth in the Declaration of Covenants, Restrictions and Easements for DORAL COLONY HOMEOWNERS.

(d) To reconstruct improvements made to Units and to the Common Areas of DORAL COLONY.

(e) To enforce by legal means, the provisions of the Declaration and the Easement.

(f) To contract with third parties for the accomplishment of the purpose of the Association.

#### ARTICLE VII

MEMBERS: The qualification of members, manner of their admission to membership, determination of such membership and voting by numbers shall be as follows:

1. The owners of residential parcels in DORAL COLONY shall be members of this Association, and no other persons or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of ownership of fee title to or fee interest in a residential parcel whether by conveyance, devise, or judicial decree. The new owner designated in such deed or such other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the residential parcel designated, shall be terminated. The new owner shall deliver to the Association, a true copy of such deed or instrument of acquisition of title.

3. The share of a member in the funds and assets of the Association, and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the residential parcel.

4. Until the DEVELOPER divests itself of ownership by conveyance of residential units of DORAL COLONY or ceases to desire to control this Association, all as more fully set forth in the Declaration of Covenants, Restrictions and Easements for DORAL COLONY HOMEOWNERS, whichever shall first occur, the voting membership of this Association shall be comprised of the subscribers to these Articles, and in the event of the resignation or termination of membership by voluntary agreement by any such subscriber, then the remaining subscribers may nominate and designate a successor-subscriber.

## ARTICLE VIII

**SUBSCRIBERS:** The names and street addresses of the subscribers to these Articles are as follows:

|                          |                                       |       |
|--------------------------|---------------------------------------|-------|
| Salvatore J. Branciforte | 4400 N.W. 87th Avenue, Miami, Florida | 33166 |
| Joel Gray                | 4400 N.W. 87th Avenue, Miami, Florida | 33166 |
| Robert Thrope            | 4400 N.W. 87th Avenue, Miami, Florida | 33166 |

## ARTICLE IX

**OFFICERS:**

1. The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurers, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board.

2. The Board shall elect the President, a Vice President, a Secretary, and a Treasurer, and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a member of the Board. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. The Board may, in their sole discretion, choose from time to time not to establish and/or elect all of the officers enumerated above.

## ARTICLE X

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

|                          |                              |
|--------------------------|------------------------------|
| JOEL GRAY                | President                    |
| ROBERT THROPE            | Vice President and Treasurer |
| SALVATORE J. BRANCIFORTE | Secretary                    |

## ARTICLE XI

**BOARD OF DIRECTORS:**

1. The initial number of members of the Board of Directors shall be three (3). The number of Directors can be from time to time changed by the Board of Directors. The names and street addresses of the first Board of Directors are as follows:

|                          |                                       |       |
|--------------------------|---------------------------------------|-------|
| Salvatore J. Branciforte | 4400 N.W. 87th Avenue, Miami, Florida | 33166 |
| Joel Gray                | 4400 N.W. 87th Avenue, Miami, Florida | 33166 |
| Robert Thrope            | 4400 N.W. 87th Avenue, Miami, Florida | 33166 |

2. The first election by the members of the Association for Directors shall not be held until after the DEVELOPER has relinquished control of the Association as provided for in the Declaration of Covenants, Restrictions and Easements for DORAL COLONY. Thereafter, the election of Directors shall take place annually at the annual members meeting. After the DEVELOPER has relinquished control, there shall be a special meeting of the members for the purpose of electing a Board to serve until the annual members meeting.

## ARTICLE XII

## 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 him in connection with the proceeding to which he may become involved, by reason of his being or having been a Director or officer of the Association, or any settlement thereof, whether or not he is 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 his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board 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 rights of indemnification to which such Director or officer may be entitled whether by statute or common law.

## ARTICLE XIII

## 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 same manner set forth in the By-Laws for amendment of the By-Laws.

## ARTICLE XIV

## AMENDMENTS:

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 at which such proposed amendment is considered.
2. A resolution approving a proposed amendment may be proposed by either the Board or by 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 such approval of the other. Such approval must be by two-thirds (2/3) percent of the members of the Association.
3. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration.
4. Notwithstanding the foregoing provisions of this Article, no amendment to these Articles which shall abridge, amend or alter the rights of the DEVELOPER, including the right to designate and select members of the First Board of Directors provided in Article X hereof, may be adopted or become effective without the prior written consent of the DEVELOPER.

## ARTICLE XV

## REGISTERED AGENT:

The initial Registered Agent of the corporation for the purposes of accepting service of process shall be MICHAEL J. HERROX, ESQ., whose

address within this State is as follows: 407 Lincoln Road, Miami Beach, Florida 33139. Thereafter, the Registered Agent can be changed from time to time by the Board of Directors.

IN WITNESS WHEREOF, the initial subscribers have hereunto affixed their signatures to these Articles of Incorporation this 24 day of February, 1982.

Salvatore J. Branciforte  
SALVATORE J. BRANCIFORTE

Joel Gray  
JOEL GRAY

Robert Thrope  
ROBERT THROPE.

STATE OF FLORIDA )

SS:

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 24 day of February, 1982, by SALVATORE J. BRANCIFORTE, JOEL GRAY, and ROBERT THROPE.

Stewart Gordon  
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES FEB 19 1984  
60-11111-11111, UNRECORDED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
 DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
 FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY  
 BE SERVED

IN COMPLIANCE with Section 48.091, Florida Statutes, the following  
 is submitted:

FIRST: That DORAL COLONY HOMEOWNERS ASSOCIATION, INC. desiring  
 to organize or qualify under the laws of the State of Florida, with its  
 principal place of business at the City of Miami Beach, State of Florida,  
 has named MICHAEL J. HERRON, ESQ., located at 407 Lincoln Road, Miami  
 Beach, Florida 33139, as its Agent to accept service of process within the  
 State of Florida.

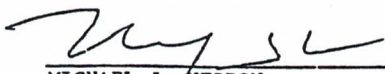
  
 SALVATORE J. FRANCIFORTE

Incorporator  
 Title

President

February 24 1982  
 Date

HAVING BEEN named to accept service of process for the above stated  
 Corporation, at the place designated in this Certificate, I HEREBY AGREE to  
 act in this capacity, and I FURTHER AGREE to comply with the provisions of  
 all Statutes relative to the proper and complete performance of my duties.

  
 MICHAEL J. HERRON

2/25/82  
 Date