

ARTICLES OF INCORPORATION

OF

WESTLAND PLAZA GARDENS CONDOMINIUM, INC.

(A Corporation Not For Profit)

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

The name of the corporation shall be:

WESTLAND PLAZA GARDENS CONDOMINIUM, INC.

and, for convenience, shall be referred to in this instrument as the "Corporation".

ARTICLE 2

The purpose for which the Corporation is organized is to provide an entity pursuant to Section 12 of the Condominium Act, which is Chapter 711, Florida Statutes, for the operation of

WESTLAND PLAZA GARDENS CONDOMINIUM,
hereinafter referred to as the "CONDOMINIUM", located upon the following lands in Dade County, Florida:

Lot 2, in Block 2, of WESTLAND PLAZA, according to the Plat thereof, as recorded in Plat Book 89, at Page 66, of the Public Records of Dade County, Florida.

EXHIBIT C

The Corporation shall make no distribution of income to its members, directors or officers.

ARTICLE 3

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

1. The Corporation shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

2. The Corporation shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the CONDOMINIUM pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as PRIVATE DWELLING owners to defray the costs, expenses and losses of the CONDOMINIUM.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) The maintenance, repair, replacement and operation of the Condominium property.

(d) The purchase of insurance upon the Condominium property and insurance for the protection of the Corporation and its members as PRIVATE DWELLING owners.

(e) The reconstruction of improvements after casualty and the further improvement of the property.

(f) To make and amend reasonable regulations respecting the use of the property in the CONDOMINIUM.

(g) To approve or disapprove the transfer, mortgage and ownership of PRIVATE DWELLINGS as may be provided by the Declaration of Condominium and the By-Laws.

(h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Corporation and the Regulations for the use of the property in the CONDOMINIUM.

(i) To contract for the management of the CONDOMINIUM and to delegate to such contractor all powers and duties of the Corporation except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Corporation.

(j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

(k) To employ personnel to perform the services required for proper operation of the CONDOMINIUM.

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

4. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE 4

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

1. The owners of all PRIVATE DWELLINGS in the CONDOMINIUM shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in Item 5 of ARTICLE 4.

2. Membership shall be established by the acquisition of fee title to a PRIVATE DWELLING in the CONDOMINIUM, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any PRIVATE DWELLING, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more PRIVATE DWELLINGS, or who may own a fee ownership interest in two or more PRIVATE DWELLINGS, so long as such party shall retain title to or a fee ownership interest in any PRIVATE DWELLING.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his PRIVATE DWELLING. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each PRIVATE DWELLING in the CONDOMINIUM, which vote may be exercised or cast by the owner or owners of each PRIVATE DWELLING in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one PRIVATE DWELLING, such member shall be

entitled to exercise or cast as many votes as he owns PRIVATE DWELLINGS, in the manner provided by said By-Laws.

5. Until such time as the property described in Article 2 herein, and the improvements which may be hereafter constructed thereon, are submitted to a plan of Condominium ownership by the recordation of said Declaration of Condominium, the membership of the Corporation shall be comprised of the subscribers to these Articles, each of which subscribers shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE 5

The Corporation shall have perpetual existence.

ARTICLE 6

The principal office of the Corporation shall be located at 1300 West 53rd Street, Hialeah, Florida,

but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 7

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice President, Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the CONDOMINIUM, and the affairs of the Corporation,

and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a director or officer of the Corporation, as the case may be.

ARTICLE 8

The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation, and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of its Corporation. Notwithstanding the foregoing, so long as

RAFAEL S. LORIE and MARILYN L. LORIE, his wife,

hereinafter called "DEVELOPER", are the owners of one or more PRIVATE DWELLINGS in the CONDOMINIUM, said DEVELOPER shall have the right to designate and select a majority of the persons who shall serve as members of each Board of Directors of the Corporation. The said DEVELOPER may designate and select the persons to serve as members of each said Board of Directors in the manner provided in the By-Laws of the Corporation. The rights of DEVELOPER may be assigned by it to any other party taking over DEVELOPER'S position in the CONDOMINIUM.

ARTICLE 9

The Board of Directors shall elect a President, Secretary and Treasurer, and as many Vice-Presidents, Assistant Secretaries

and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and 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.

ARTICLE 10

The names and Post Office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

RAFAEL S. LORIE
100 Biscayne Boulevard, Suite 1801
Miami, Florida 33132

MARILYN L. LORIE
100 Biscayne Boulevard, Suite 1801
Miami, Florida 33132

ELIZABETH T. ROMAN
100 Biscayne Boulevard, Suite 1801
Miami, Florida 33132

ARTICLE 11

The subscribers to these Articles of Incorporation are the three (3) persons herein named to act and serve as members of the first Board of Directors of the Corporation, the names of which subscribers and their respective Post Office addresses are more particularly set forth in Article 10 above.

ARTICLE 12

The officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

President.....	RAFAEL S. LORIE
Vice President.....	MARILYN L. LORIE
Secretary.....	ELIZABETH T. ROMAN
Treasurer.....	RAFAEL S. LORIE

ARTICLE 13

The original By-Laws of the Corporation shall be adopted by a majority vote of the members of the Corporation present at a meeting of members at which a majority of the membership is present, and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

ARTICLE 14

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, 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 wilful misfeasance or malfeasance in the per-

formance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 15

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the directors, or by the members of the Corporation owning a majority of the PRIVATE DWELLINGS in the CONDOMINIUM, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a special meeting of the members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt of him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in

the United States Mail, addressed to the member at his Post Office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than Twenty-Five (25) PRIVATE DWELLINGS in the CONDOMINIUM in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Dade County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

Notwithstanding the foregoing provisions of this Article 15, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of DEVELOPER to designate and select members of each Board of Directors of the Corporation, as provided in Article 8 hereof, may be adopted or become effective without the

prior written consent of DEVELOPER, and provided, further, that in no event shall there be any amendment to these Articles of Incorporation so long as the DEVELOPER shall own one (1) or more PRIVATE DWELLINGS in the CONDOMINIUM without the prior written consent of the DEVELOPER being first had and obtained.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 23rd day of April, 19 73.

RAFAEL S. LORIE (SEAL)

MARILYN L. LORIE (SEAL)

ELIZABETH T. ROMAN (SEAL)

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
RAFAEL S. LORIE, MARILYN L. LORIE and ELIZABETH T. ROMAN,
who, being by me first duly sworn, acknowledged that they executed
the foregoing Articles of Incorporation for the purposes therein
expressed, this 23rd day of April, 19 73.

Notary Public, State of Florida

My commission expires: