

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of KENLAND POINTE CONDOMINIUM II, INC., a corporation organized under the Laws of the State of Florida, filed on September 19, 1984, as shown by the records of this office.

The charter number of this corporation is N05230.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
19th day of September, 1984.

George Firestone
Secretary of State

CER-101

EXHIBIT C

ARTICLES OF INCORPORATION
OF
KENLAND POINTE CONDOMINIUM II, INC.
(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the Formation of Corporations Not For Profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I

The name of the proposed corporation shall be:

KENLAND POINTE CONDOMINIUM II, INC.

II

The purposes and objects of the Corporation shall be:

1. To administer the operation and management of KENLAND POINTE CONDOMINIUM II hereinafter in these Articles of Incorporation referred to as the "CONDOMINIUM", a condominium regime to be established in accordance with the laws of the State of Florida upon certain property in Dade County, Florida;

2. To undertake the performance of the acts and duties incident to the administration of the operation and management of said CONDOMINIUM in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal Declaration of Condominium which will be recorded in the Public Records of said County at the time said property, and the improvements now or hereafter situate thereon, are submitted to a Plan of Condominium Ownership; and

3. To own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said CONDOMINIUM.

The Corporation shall be conducted as a nonprofit organization for the benefit of its Members.

III

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Corporations Not For Profit under the laws pursuant to which this Corporation is chartered, and all of the powers and privileges which may be granted to the Corporation or exercised by it under any other applicable laws of the State of Florida, including the Condominium Act; and,

2. The Corporation shall have all of the powers to exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation by the Declaration of Condominium aforementioned, and as may be reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of the property and facilities comprising the CONDOMINIUM as said terms may be defined in said Declaration of Condominium to be recorded;

(b) To levy and collect assessments against Members of the Corporation to defray the Common Expenses of the CONDOMINIUM as may be provided in said Declaration of Condominium and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with any property, whether real or personal, which may be necessary or convenient in the operation and management of the CONDOMINIUM and in accomplishing the purposes set forth in said Declaration of Condominium; and,

(c) To maintain, repair, replace, operate and manage the CONDOMINIUM and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements of the CONDOMINIUM property; and,

(d) To contract for the management of the CONDOMINIUM and to delegate to such contractor all of the powers and duties of the Corporation, except those which may be required by law or the Declaration of Condominium to be exercised or undertaken only with approval of the Board of Directors or Membership of the Corporation.

(e) To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and the Rules and Regulations governing the use of the CONDOMINIUM as hereafter adopted.

IV

The qualification of the Members, the manner of their admission to membership and 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 this Article.

2. Membership shall be established by the acquisition of fee title to a PRIVATE DWELLING (as such term shall be defined in the Declaration of Condominium) 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 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 Declaration of Condominium shall be recorded in said County, 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.

V

The Corporation shall have perpetual existence.

VI

The principal office of the Corporation shall be located at 12370 S.W. 88 Street, Miami, 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. In compliance with Section 617.023, Florida Statutes, EDUARDO SALAZAR is designated Resident Agent of the Corporation upon whom service of process may be served and 12370 S. W. 88th Street, Miami, Florida, as the office to be maintained for such purpose, provided that such Resident Agent and office may be changed from time to time as the Board of Directors of the Corporation may determine.

VII

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.

VIII

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 the Corporation. Notwithstanding the foregoing, so long as Charterland Associates, a joint venture under the laws of Florida, herein called "DEVELOPER" (which term shall include its successors in such capacity) owns more than eighty-five (85%) per cent of the PRIVATE DWELLINGS in the CONDOMINIUM which will be operated ultimately by the Corporation, DEVELOPER shall be entitled to designate and appoint all Members of the Board of Directors. At such time as Members, other than DEVELOPER, own fifteen (15%) per cent or more of the PRIVATE DWELLINGS in the CONDOMINIUM that will be so operated ultimately, they shall be entitled to elect one-third (1/3) of the Membership of the Board of Directors. Members other than DEVELOPER shall be entitled to elect a majority of the Members of the Board of Directors three (3) years after DEVELOPER has closed sales of fifty (50%) per cent of

the PRIVATE DWELLINGS, or three (3) months after DEVELOPER has closed sales of ninety (90%) per cent of the PRIVATE DWELLINGS in the CONDOMINIUM that will be so operated ultimately, or when no unsold units are any longer being offered for sale by DEVELOPER, whichever shall first occur. DEVELOPER shall be entitled to designate and appoint all Directors whom the other Members shall not be entitled to elect. When all PRIVATE DWELLINGS in the CONDOMINIUM that will be so operated ultimately have been sold by DEVELOPER in the ordinary course of business, DEVELOPER shall no longer be entitled to designate and select any Directors and the Members, other than DEVELOPER, shall then be entitled to elect all Directors.

IX

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer, and as many Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President and Vice President shall be Members 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. The election of Officers shall be held annually at the first meeting of each Board of Directors next following the Annual Meeting of the Membership and vacancies in offices shall be filled by election by the Board of Directors as same occur.

X

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 until their successors are elected and have qualified, are as follows:

JILL MEIER	12370 S. W. 88th Street Miami, Florida 33156
STEPHEN MASSON	12370 S. W. 88th Street Miami, Florida 33156
EDUARDO SALAZAR	12370 S. W. 88th Street Miami, Florida 33156

XI

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 X above. Said subscribers are residents of the places set forth beneath their signatures affixed to these ARTICLES.

XII

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

President	JILL MEIER
Vice President	STEPHEN MASSON
Secretary	JORGE DELGADO
Treasurer	EDUARDO SALAZAR

XIII

The original By-Laws of the Corporation shall be adopted by majority vote of the Board of Directors, and thereafter, such By-Laws may be altered or rescinded only by the Membership in such manner and by such vote as said By-Laws may provide.

XIV

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 performance 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.

XV

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 by 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 two-thirds (2/3) of the 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 the County in which the CONDOMINIUM is located, 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.

In the event that the Members owning the number of PRIVATE DWELLINGS in the CONDOMINIUM necessary to pass any Amendment or Amendments to these Articles of Incorporation shall execute an instrument amending these Articles of Incorporation, the same shall be and constitute, when duly registered in the Office of the Secretary of State, a valid Amendment to these Articles of Incorporation, and it shall not be necessary for the Meeting otherwise prescribed above to be held.

