

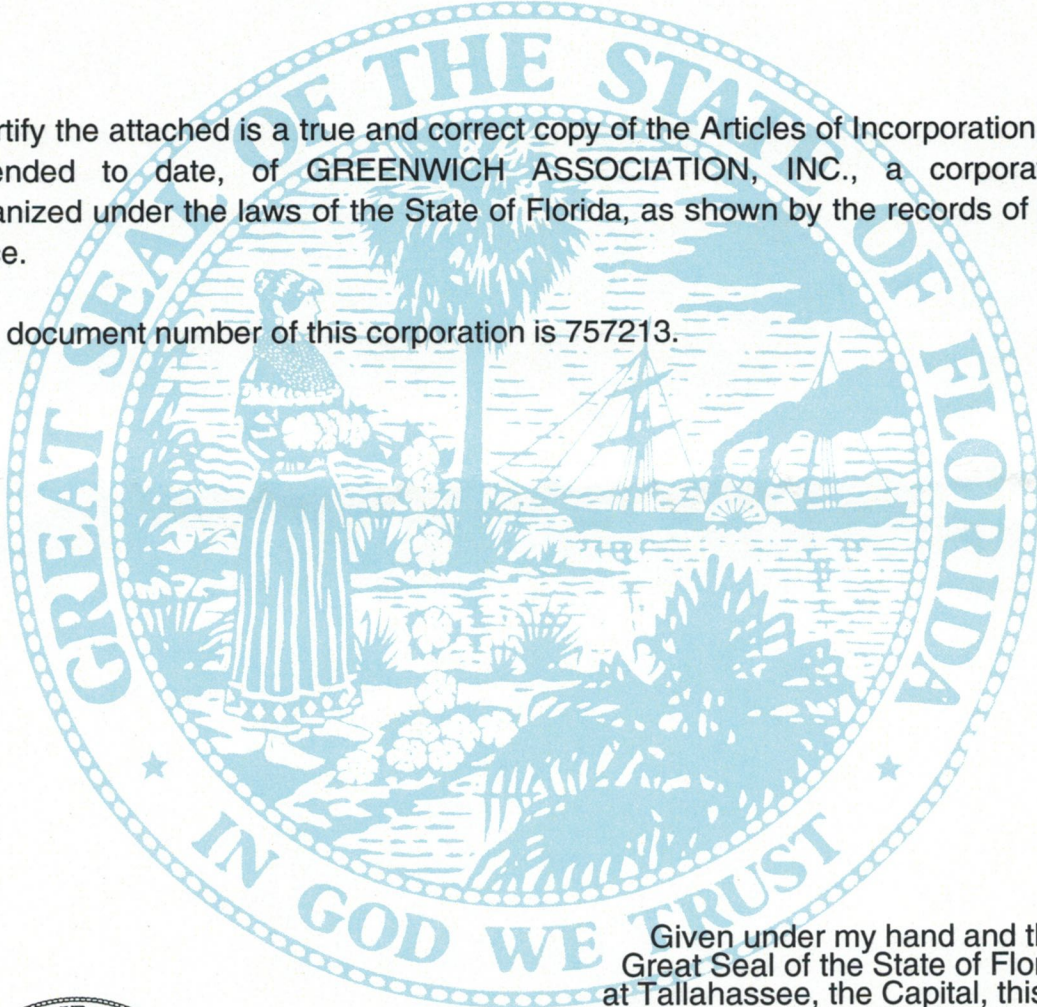
# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of GREENWICH ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 757213.



Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Twenty-seventh day of September, 2018



CR2EO22 (1-11)

*Ken Detzner*

Ken Detzner  
Secretary of State

ARTICLES OF INCORPORATION

OF

GREENWICH ASSOCIATION, INC.  
A CORPORATION NOT FOR PROFIT

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STATE OF FLORIDA  
CORPORATION DIVISION  
MIAMI, FLORIDA

1. Name and Place of Business. The name of the corporation is GREENWICH ASSOCIATION, INC. and shall be hereinafter referred to as the "Association".

2. Purpose. The purpose of the Association shall be to administer the operation and management of the condominium to be established in accordance with the Condominium Act of the State of Florida, Chapter 718, Florida Statutes, upon and within the lands located in Dade County, Florida, being more particularly described on Schedule "A" attached hereto and such other phases or condominiums as may be submitted to condominium ownership upon the lands described on Schedule "B" attached hereto; and to undertake the performance of the acts and duties incident to the administration of the operation and management of the condominium located thereon in accordance with the terms, provisions, conditions, and authorizations contained in these Articles of Incorporation, and which may be contained in the Declarations of Condominium which shall be recorded in the Public Records of Dade County, Florida, at the times that portions of said property and improvements now or hereafter situate thereon, are submitted to condominium ownership; and 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 Association shall be conducted as a non-profit organization for the benefit of its members.

3. Qualifications of Members and Manner of Their Admission. The members of the Association shall constitute all of the record owners of condominium units of the condominium erected on the property. Membership in the Association shall be established by recording in the Public Records of Dade County, Florida, a deed or other instrument establishing record title to a condominium unit, the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated. The Association may issue certificates of membership.

4. Term. The Association shall have perpetual existence.

5. Names and Residences of Subscribers. The names and residences of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>RESIDENCE</u>
MARTIN Z. MARGULIES	10205 Collins Avenue Bal Harbour, Florida 33154
MARVIN M. GREEN	2525 Lucerne Avenue Miami Beach, Florida 33140
TERRY D. HESS	One Grove Isle Drive Coconut Grove, Florida 33133

6. Management of Association Affairs. The affairs of the Association shall be managed and governed by its directors, composed of not less than three (3) nor more than the numbers specified in the By-Laws. The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership for a term of one (1) year or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting the removal, disqualification and resignation of directors; and for the filling of vacancies on the Board of Directors shall be established by the By-Laws.

Notwithstanding the provisions of the paragraph hereinabove set forth, the Developer shall determine the number of directors which shall not be less than three (3) and shall appoint the directors to serve until their successors shall be elected or appointed and shall qualify, provided that when condominium unit owners other than the Developer own fifteen (15%) per cent or more of the units in the condominium that will be operated ultimately by the Association, the unit owners other than the Developer shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association. Condominium unit owners other than the Developer shall elect not less than a majority of the members of the Board of Directors of the Association:

- a. Three (3) years after fifty (50%) per cent of the units that will be operated ultimately by the Association have been conveyed to Buyers;
- b. Three (3) months after ninety (90%) per cent of the units that will be operated ultimately by the Association have been conveyed to Buyers;
- c. When all the condominium units that will be operated ultimately by the Association have been completed, some of them have been conveyed to Buyers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or
- d. When some of the units have been conveyed to Buyers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business,

whichever comes first. Notwithstanding any of the provisions contained above, the Developer shall elect at least one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business five (5%) per cent of the condominium units constructed upon the lands described on Schedule "A" attached hereto or two (2%) per cent in the event that the number of units constructed thereon exceeds 500. It is anticipated that the Association will ultimately operate 884 condominium units within the condominium. The Developer, at its option, may at any time terminate its right to elect or appoint directors.

The principal offices of the Association shall be President, Vice-President, Secretary and Treasurer (the Secretary and Treasurer may be held by one person) who shall be elected from time to time in the manner set forth in the By-Laws as adopted by the Association.

7. Names of Officers and Directors. The names and addresses of the persons constituting the first Board of Directors who are to serve until the first election or appointment are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President and Director	MARTIN Z. MARGULIES	10205 Collins Avenue Bal Harbour, Fla. 33154
Vice-President and Director	MARVIN M. GREEN	2525 Lucerne Avenue Miami Beach, Fla. 33140
Secretary-Treasurer and Director	TERRY D. HESS	One Grove Isle Drive Miami, Florida 33133

8. By-Laws. The By-Laws of the Association shall initially be made and adopted by its first Board of Directors. The first Board of Directors shall have full power to amend, alter or rescind

the By-Laws until the filing of the Declaration of Condominium to condominium ownership upon the property described in paragraph 2 hereof. Upon the filing of the initial Declaration of Condominium, the By-Laws may be amended, altered, supplemented, or modified by the membership at a duly convened meeting of the membership attended by a majority of the membership by a vote of a majority of the owners of condominium units, provided the proposed change has been unanimously approved by the Board of Directors. If the proposed change has not been unanimously approved by the Board of Directors of the Association, then the change shall require the vote of not less than three-fourths (3/4) of the owners of condominium units. Proposals to amend the By-Laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text underlined and words to be deleted shall be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of the words added or deleted, however, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of By-Law. See By-Law \_\_\_\_\_ for present text." No amendments shall change the rights and privileges of the Developer as set forth in the Declaration of Condominium and Exhibits attached thereto without the written approval of the Developer.

9. Amendments. Amendments to these Articles of Incorporation shall be adopted in the following manner: (a) notice of the subject matter of a proposed amendment shall be included in the notice of meeting at which a proposed amendment is considered; (b) an amendment may be proposed by any member or by the Board of Directors; (c) a resolution adopting a proposed amendment must be approved by not less than three-fourths (3/4) of the Directors; (d) in the alternative, an amendment may be made by an agreement signed and acknowledged by all of the unit owners in the manner required for the execution of a deed. Directors and members not present at the meeting considering the amendment may express their approval in writing. No amendment shall discriminate against any condominium unit owner nor condominium unit, class or group of condominium units unless all the condominium unit owners so affected and all of their mortgagees shall give their prior written consent. No amendment shall directly or indirectly, adversely affect the Developer. An amendment shall be effective when a copy thereof, together with a certificate of the secretary of this Association that such amendment was adopted pursuant to the provisions of this section, has been filed with the Secretary of State, and recorded in the Public Records of Dade County.

10. Powers and Duties. The Association shall have all of the following powers and duties: (a) all of the powers and duties set forth and described in Section 617.021, Florida Statutes, not inconsistent with any of the provisions of Chapter 718, Florida Statutes; (b) all of the powers and duties set forth in Chapter 718, Florida Statutes; (c) all of the powers and duties contained in the Declarations of Condominium and Exhibits attached thereto.

11. Compensation and Distribution. The Association may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon partial or complete dissolution or final liquidation may make distribution to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.

12. Resident Agent. HOWARD A. ROSE, Attorney-at-Law, 627 - 71st Street, Miami Beach, Florida 33141, is appointed resident agent for services of process upon this Association, subject to the right of this Association to change the resident agent in the manner provided by the laws of Florida.

13. Indemnification. The Association shall indemnify any person who was or is a party or is threatened to be made party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, partner, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceedings if he acted in good faith and in a manner he reasonably believes to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. The Association shall further indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, partner, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and 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 misconduct in the performance of his duty to the Association. The expenses incurred in defending any civil or criminal action, suit or proceeding is to be paid by the Association in advance of the final disposition of such actions, suits or proceedings as authorized by the Board of Directors. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law or otherwise. This indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such person. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, partner, officer, employee or agent of another corporation, partnership, joint venture, trust or other 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 power to indemnify him against such liability under the provisions of this Section. The invalidity or unenforceability of any provision hereof shall not in any way affect the remaining portions hereof which shall continue in full force and effect. Any reference herein to the male gender shall also include the female gender.

WE, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation and have here-

FILE  
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unto set our hands and seals this 15 day of May, 1981.

[Signature]  
MARTIN Z. MARGULIES (SEAL)

[Signature]  
TERRY D. HESS (SEAL)

[Signature]  
MARVIN M. GREEN (SEAL)

STATE OF FLORIDA )  
                          :SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared, MARTIN Z. MARGULIES and TERRY D. HESS, well known to me, who, upon oath, acknowledged before me that they executed the above and foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at said County and State, this 15 day of May, 1981.

[Signature]  
Notary Public, State of Florida, at Large. My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES AUG. 12 1983  
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA )  
                          :SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared, MARVIN M. GREEN, well known to me, who, upon oath, acknowledged before me that he executed the above and foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at said County and State, this 15 day of May, 1981.

[Signature]  
Notary Public, State of Florida, at Large. My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES AUG. 12 1983  
BONDED THRU GENERAL INS. UNDERWRITERS

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

HOWARD A. ROSE does hereby accept the foregoing designation as Resident Agent for service of process on behalf of the above Association.

DATED this 15 day of May, 1981.

[Signature]  
HOWARD A. ROSE