

ARTICLES OF INCORPORATION

OF

DOME CONDOMINIUM ASSOCIATION, INC.

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation-not-for-profit under and pursuant to Chapter 617, Florida Statutes, and do certify as follows:

I

NAME

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

II

PURPOSE

The purpose for which this corporation is organized is the operation and management of any condominium apartment buildings known as Bayview South, a condominium; Bayview North, a condominium; Bayview Towers South or North; or any other condominium which may be established in accordance with Chapter 711, Florida Statutes. The Condominium Act, upon the following described real property, situate, lying and being in Dade County, Florida, to-wit:

SEE EXHIBITS A & A-1 ATTACHED HERETO.

and to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of said Condominiums in accordance with the terms, provisions, conditions, and authorizations contained in the several formal Declarations of Condominiums which will be recorded amongst the Public Records of Dade County, Florida, at the time individual portions of the just described real property, and the improvements to it thereon, are submitted to a plan of 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 Condominiums.

III

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 these Articles, the said Declaration of Condominiums, the By-Laws, and The Condominium Act.

2. The Association shall have all of the powers of Condominium Associations under and pursuant to Chapter 711, Florida Statutes, The Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited, to the following:

A. to make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements, limited common elements and condominium property as said terms may be defined in the Declarations of Condominiums to be recorded.

B. to make, levy and collect assessments against unit owners of the said Condominiums to provide the funds to pay for common expenses of each condominium as is provided in the Declarations of Condominiums, the By-Laws, Chapter 711, Florida Statutes, the Condominium Act, and to use and expend the proceeds of assessment in the exercise of the powers and duties of the Association.

C. to maintain, repair, replace and operate the condominium property specifically including all portions of the condominium property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declarations of Condominiums, the By-Laws, and Chapter 711, Florida Statutes, The Condominium Act.

D. reconstruct improvements in the condominium property after casualty or other loss and the further improvement of the property.

E. to enforce by legal means the provisions of the Declarations of Condominiums, the By-Laws, the Rules and Regulations and all documents referred to in the Declarations and these Articles of Incorporation.

F. to contract for the management of the condominium property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the Declarations of Condominiums to have approval of the Board of Directors for the unit owners of this Association.

G. to acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not

contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use of benefit of the unit owners.

H. to acquire by purchase or otherwise condominium parcels of the Condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.

I. to approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.

J. to employ personnel to perform the services required for proper operation of the condominium.

IV MEMBERS

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

1. The record owners of all units in each Condominium constructed on the aforescribed real property shall be members of the Association, and no other persons or entities shall be entitled to membership except for the subscribers hereto.

2. Membership shall be established by the acquisition of ownership of fee title to or fee interest in a condominium parcel in any of said Condominiums, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declarations, and by the recordation amongst the Public Records of Dade County, Florida of the Deed or other instrument establishing the acquisition and designating the parcel affected thereby and by the delivery to the Association of a true copy of such deed or other instrument. The new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated.

3. The share of a member in the funds and assets of the Association, in its common elements and its common surplus, and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit in his condominium.

4. The membership in the Association shall be divided into classes, with a class of members for each condominium and with each class having the same name identification as the condominium, and created by the Declaration. The voting rights or limitation of each class shall be as set forth in item (5) of this Article.

5. On all matters as to which the membership shall be entitled to vote, whether at large or by class, as hereinafter provided, there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declarations of Condominiums and the By-Laws. The matters which require the vote of the membership shall be voted on as follows:

A. Matters relating to an individual condominium shall be voted on by the class of members owning condominium parcels in that condominium;

B. Matters relating to the Association, as a whole, or to all of the condominiums, shall be voted on by the membership at large.

The decision as to whether a matter relates to one or more condominiums or to the Association, as a whole, or to all of the condominiums, shall be determined by the Board of Directors, whose decision shall be conclusive; provided, however, that no action or resolution which shall require the vote of the membership because of any provision in the Declarations of Condominiums or in the By-Laws or in the Condominium Act, Chapter 711, Florida Statutes, shall be effective with regard to any part of a condominium unless the membership class of that condominium shall have voted on said action or resolution.

V

TERMS

The term for which this Association is to exist shall be perpetual.

VI

SUBSCRIBERS

The names and residences of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ernest Herman	1995 N.E. 196th Terrace North Miami Beach, Florida
Jeannette Herman	1995 N.E. 196th Terrace North Miami Beach, Florida
Lois Benjamin	1995 N.E. 196th Terrace North Miami Beach, Florida

VII

BOARD OF DIRECTORS

The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination shall consist of three directors. The members of the first Board of Directors need not be members of the Association.

Directors of the Association shall be elected at the annual meeting of the members of the Association in the manner determined by the By-Laws. Notwithstanding the foregoing, the first election of directors at large shall not be held until Dome Construction Company, Inc., a Florida corporation, hereinafter called "Developer", voluntarily elects to terminate its control of the Association or until December 1, 1973, whichever of such events shall first occur. The directors named in these articles shall serve until the first election of directors at large, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ernest Herman	1995 N. E. 196th Terrace North Miami Beach, Florida
Jeannette Herman	1995 N. E. 196th Terrace North Miami Beach, Florida
Lois Benjamin	1995 N. E. 196th Terrace North Miami Beach, Florida

VIII
OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President, Secretary and Treasurer, and, if any, the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors. The Board of Directors, or 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 or management of this Association and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director or officer of the Association, as the case may be.

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall, from time to time determine. The President shall be elected from amongst 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, 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.

IX
FIRST OFFICERS

The names and addresses of the officers who are to serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Ernest Herman	President	1995 N.E. 196th Terra North Miami Beach, Fl.
Jeannette Herman	Secretary- Treasurer	1995 N.E. 196th Terra North Miami Beach, Fl.

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expense and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any processing 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 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 of Directors, approves such settlement and reimbursement as being for the best interests of the Association. 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.

XI

ADDRESS

The principal office of the Corporation shall be located at 2100 Sans Souci Blvd. North Miami, Florida, 33161, 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.

XII

BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

XIII

AMENDMENTS

The amendments to the Articles of Incorporation shall be proposed and adopted 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 of Directors 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 by the other. Such approval must be of seventy-five (75%) percent of the members of the Association; and such approval must be by two-thirds (2/3rds) of the members of the Board of

3. No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declarations of Condominiums.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 5th day of November, 1970.

/s/ Ernest Herman Pres

/s/ Jeanette Herman Secy Treas

/s/ Lois Benjamin Vice Pres

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority, personally appeared Ernest Herman, Jeanette Herman and Lois Benjamin, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 5th day of November, 1970.

/s/ Alan M. Kornbluh
NOTARY PUBLIC

My Commission Expires:
