

ARTICLES OF INCORPORATION
FOR
KINGDOM DREAMS HOMEOWNER'S ASSOCIATION, INC.

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be KINGDOM DREAMS HOMEOWNER'S ASSOCIATION, INC. (the "Association"). The principal office of the Association shall initially be located at 13255 SW 135th Avenue, Miami, Florida 33186.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the Declaration of Restrictions, Easements and Protective Covenants for KINGDOM DREAM (the "Declaration"), recorded in the office of the Clerk of the Court in and for Dade County, Florida in Official Records Book 0063 Page 234, as amended, including the establishment and enforcement of payment of charges and assessments contained in the Declaration, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used in these Articles which are defined in the Declaration shall have the same meaning in these Articles as in the Declaration.

ARTICLE III
POWERS

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

Section 1. COMMON LAW AND STATUTORY POWERS. The Association shall have all of the common law and statutory powers of a corporation not for profit including, but not limited to, those powers set forth and described in Chapter 617, Florida Statutes, as the same may be amended from time to time, together with, or as limited by, these Articles, and the Declaration and Bylaws of the Association, all as may be amended from time to time, together with, or as limited by, these Articles, and the Declaration and Bylaws of the Association, all as may be amended from time to time.

Section 2. **NECESSARY POWERS.** The Association shall have the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Common Area in accordance with the purpose and intent contained in the Declaration;

B. To make and collect assessments against Members to defray the Common Expenses;

C. To use the proceeds of assessments in the exercise of its powers and duties;

D. To maintain, repair, replace and operate the Common Areas and the improvements located thereon;

E. To reconstruct improvements upon the Common Areas after casualty;

F. To make and amend by Bylaws for the Association and Rules and Regulations respecting the use of the Property;

G. To pay all taxes and other assessments which are liens against the Common Areas;

H. To enforce by legal means the provisions of the Declaration of, these Articles, the Bylaws and the Rules and Regulations of the Association, including without limitation, architectural and use restrictions contained in the Declaration, the Articles of Incorporation of the Association, the Bylaws of the Association, and the Rules and Regulations promulgated by the Association.

I. To provide for management and maintenance, and, in its discretion, to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as collection of assessments, preparation of records, enforcement schedules and maintenance of the Common Areas. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of assessments, the promulgation of Rules and Regulations, and the execution of contracts on behalf of the Association.

J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold and convey real and personal property,

K. To do and perform all such other acts and things permitted and to exercise all powers granted to a corporation not for profit under the laws of the State of Florida as those laws not exist or as they may hereafter provide.

Section 3. **FUNDS AND TITLE TO PROPERTIES.** All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

Section 4. LIMITATIONS. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

**ARTICLE IV
MEMBERS AND VOTING RIGHTS**

Membership and voting rights shall be as set forth in the Declaration.

**ARTICLE V
DURATION**

The Association shall have perpetual existence.

**ARTICLE VI
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors. Until such time as the Developer relinquishes control of the Association, as described in the Declaration and By-Laws, the Developer shall have the right to appoint a majority of the members of the Board of Directors and to approve or disapprove the appointment of all Officers of the Association. Further, although Director appointed by the Developer need not be Members, all Directors elected by Members other than the Developer must be members. The initial Board shall consist of two (2) Directors appointed by the Developer. The Developer shall be entitled at any time, and from time to time, to remove or replace any Director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

Name:

Roberto Vinas
Javier E. Siu
Victor F. Seijas

**ARTICLE VII
OFFICERS**

The Officers named in this Article VII shall serve until replaced by the Developer or until the first regular meeting of the Board of Directors, whichever shall occur first. Officers elected at the first meeting of the Board shall hold office until the next annual meeting of the Board of Directors, or until their successors shall have been appointed and shall qualify. So long as the Developer retains control of the Association, as defined in the Declaration, no Officer elected by the Board shall serve the Association until such time as the Developer approves the Officer. Upon the election of an Officer by the Board of Directors, whether the election occurs at the annual meeting or otherwise, the Board shall forthwith submit the name of such newly appointed Officer or Officers, as the case may be, in writing, to the

Developer. The Developer shall approve or disapprove said Officer, or Officers, within twenty (20) days after receipt of said name or names. In the event the Developer fails to act within such time period, such failure shall be deemed approval by the Developer. The initial Officers shall consist of a President and Secretary. The following persons shall serve as Officers of the Association.

President: Roberto Vinas

Secretary/Treasurer: Javier E. Siu

ARTICLE VIII BYLAWS

The Bylaws of the Association may be adopted, amended, altered, or rescinded as provided in the Bylaws; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by (1) the affirmative vote or written consent of the Owners holding not less than sixty-six and two-thirds percent (66-2/3%) of the voting power of the Class A Members and the affirmative vote of the Class B Members (so long as the Class B Members exist), or (b) by the affirmative vote of the class B Members. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose on the affirmative vote of two-thirds (2/3rds) of the Class A Members present in person or by proxy at a meeting at which a quorum is present, except that the Developer shall have the right to veto any amendment while the Class B membership exists.

ARTICLE X DISSOLUTION

The Association may be dissolved, consisting with applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than two-third (2/3) or each class of members. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

**ARTICLE XI
HUD/VA APPROVAL**

As long as there is a Class b membership, the following actions will require the prior approval of HUD/VA: annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dedication of Common Areas, beyond original described in Declaration dissolution, and amendment of these Articles.

**ARTICLE XII
REGISTERED AGENT AN REGISTERED OFFICE**

The address of the initial registered office of this corporation shall be 13255 SW 135th Avenue, Miami, FL 33186.

IN WITNESS WHEREOF the undersigned subscribers have hereto set their hands this 20 day of NOVEMBER, 2001.



ROBERTO VINAS

STATE OF FLORIDA

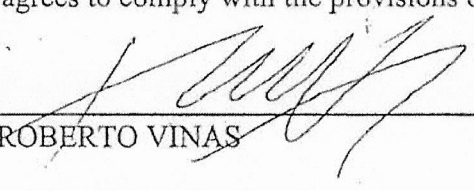
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared Roberto Vinas, to be known to be the subscriber to the Articles of Incorporation, and he acknowledged before me that they executed the same for the purposes therein express.

WITNESS my hand and official seal at said County and State this 20 day of November, 2001

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Association, at the place designated in this Certificate, Roberto Vinas, hereby accepts the responsibility to act in this capacity and agrees to comply with the provisions of said act relative to keeping open said office.

By: 
ROBERTO VINAS

DATED: this 20 day of NOVEMBER, 2001.

Prepared by:
LAW OFFICES OF
ARMANDO J. BUCELO, JR.
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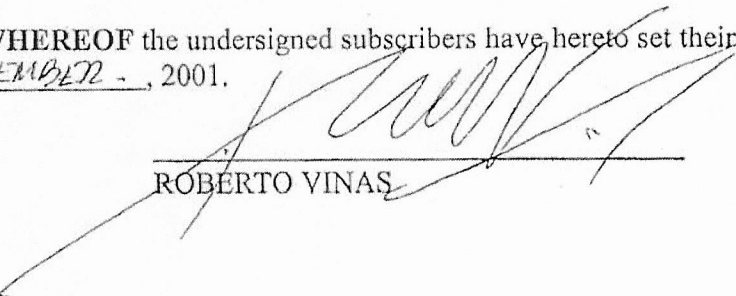
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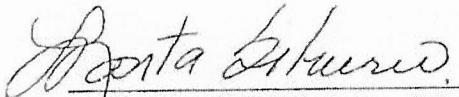
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NOTARY PUBLIC, State of Florida

