

**ARTICLES OF INCORPORATION
OF
PARADISE ONE NARANJA HOMEOWNERS ASSOCIATION, INC.
(a Florida not for profit corporation)**

In order to form a not for profit corporation under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a not for profit corporation for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

EXPLANATION OF TERMINOLOGY

The terms contained in these Articles, which are contained in the Declaration of Restrictions, Conditions, Covenants, and Easements of Paradise One Naranja ("Declaration") creating Paradise One Naranja Homeowners Association, Inc., shall have the meaning of such terms as set forth in the Declaration.

**ARTICLE I
NAME**

The name of this Association shall be Paradise One Naranja Homeowner's Association, Inc., whose present address is 6505 Blue Lagoon Drive, Suite 130, Miami, Florida 33126.

**ARTICLE II
PURPOSES OF ASSOCIATION**

The purpose for which this Association is organized is to maintain, operate, and manage the Homeowners' Association and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

**ARTICLE III
POWERS**

The Association shall have the following powers, which shall be governed by the following provisions:

- A. The Association shall have all of the common law and statutory powers of a not for profit corporation and all powers set forth in the Florida Statutes, Chapter 720, and Florida Statutes, Chapter 617, which are not in conflict with or limit the terms of the Declaration, these Articles, and/or the By-Laws.
- B. The Association shall have all of the powers of a homeowners association under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. To make, establish and enforce reasonable Rules and Regulations governing the Association Property and the use of Residential Townhome Units;
2. To make, levy, collect and enforce Special Assessments and Annual Assessments against Owners and to provide funds to pay for the expenses of the Association and the maintenance, operation and management of the Association Property in the manner provided in the Declaration, these Articles, the By-Laws and Florida Statutes and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;
3. To maintain, repair, replace and operate the Association Property in accordance with the Declaration, these Articles, the By-Laws and the Act;
4. To reconstruct improvements of the Association Property in the event of casualty or other loss in accordance with the Declaration;
5. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Act; and
6. To employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Association Property and to enter into such other agreements that are consistent with the purpose of the Association.

ARTICLE IV MEMBERS

The qualifications of Members, the manner of their admission to membership in the Association, and the manner of the termination of such membership shall be as follows:

- A. Until such time as the recordation of the Declaration, the Members of this Association shall be comprised solely of the Incorporator ("Incorporator Members") of these Articles; and in the event of the resignation or termination of any Incorporator Member, the remaining Incorporator Members may nominate and designate a successor Incorporator Member.
- B. Upon the recordation of the Declaration, the Subscriber Member's rights and interest shall be automatically terminated and the Owners, which in the first instance means Developer as the owner of the Residential Townhome Units, shall be entitled to exercise all of the rights and privileges of Members.
- C. Membership in the Association shall be established by the acquisition of ownership of a Residential Townhome Unit in the property as evidenced by the recording of an instrument of conveyance amongst the Public Records of Dade County, Florida, whereupon, the membership in the Association of the prior owner thereof, if any shall terminate. New Members shall deliver a trust copy of the recorded deed or other instrument of acquisition of title to the Association.

- D. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to this Residential Townhome Unit.

ARTICLE V
TERM

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

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is as follows:

Vidal Suriel
FS PARADISE GARDENS I, LLC,
a Florida limited liability company
6505 Blue Lagoon Drive, Suite 130
Miami, Florida 33126

ARTICLE VII
OWNERS AND MEMBERSHIP

- A. Membership. The Members of the Association shall consist of all of the record Owners of Lots or Residential Townhome Units in Paradise One Naranja from time to time.
- B. Assignment. The share of an Owner in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Home for which that share is held. The funds and assets of the Association shall be expended, held or used only for the benefit of the Owners and for the purposes authorized herein, in the Declaration, and in the By-Laws.
- C. Voting. On all matters upon which the Owners shall be entitled to vote, there shall be only one (1) vote for each Lot, which vote shall be exercised or cast in the manner provided by the By-Laws. Any person or entity owning more than one (1) Lot shall be entitled to one (1) vote for each Lot owned.

ARTICLE VIII
DIRECTORS

- A. Number and Qualification. The property, business, and affairs of the Association shall be managed by a Board of Directors (the "Board") consisting initially of three (3) directors, but subject to change as provided by the By-Laws. Directors appointed or designated by the Developer need not be Owners of the Association or residents of Lots or Residential Townhome Units in the Association. All other Directors must be Owners.

- B. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the By-Laws shall be exercised exclusively by the Board, its agents, contractors and/or employees, subject only to approval by Owners when such approval is specifically required by the Declaration.
- C. Election; Removal. Directors shall be appointed, elected, and removed as provided in the By-Laws.
- D. Current Directors. The names and addresses of the members of the current Board of Directors who shall hold office until their successors are appointed and/or elected, are as follows:

NAME	ADDRESS
Vidal Suriel	6505 Blue Lagoon Drive, Suite 130 Miami, FL 33126
Andres Delgado	1200 NW 4 th Street Homestead, FL 33092
Fernando Delgado	1200 NW 4 th Street Homestead, FL 33092

ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws. The Officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board. Officers appointed or designated by the Developer and/or elected by Directors appointed or designated by the Developer need not be Owners of the Association or residents of Lots or Residential Townhome Units in the Association. All other Officers must be Owners. The names and addresses of the initial and current Officers who shall serve until their successors are designated by the Board are as follows:

PRESIDENT:	Vidal Suriel
VICE PRESIDENT:	Andres Delgado
SECRETARY/TREASURER:	Fernando Delgado

ARTICLE X REGISTERED AGENT

The name and address of the initial Registered Agent for this Corporation is:

Attn: Magda Marcelo-Robaina
 Marcelo Law Group, P.A.
 6505 Blue Lagoon Drive, Suite 130
 Miami, Florida 33126

ARTICLE XI
BY-LAWS

The first By-Laws of the Association shall be adopted by the Board and may be altered, amended or rescinded by the Board, Owners, and/or the Developer as provided in the By-Laws.

ARTICLE XII
AMENDMENTS

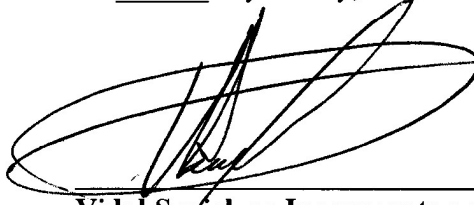
- A. Prior to the recording of the Declaration amongst the Public Records of Miami-Dade County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles being amended shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of such amendment shall always be attached to any certified copy of these articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.
- B. After the recording of the Declaration amongst the Public Records of Miami-Dade County, Florida, these Articles may be amended in the following manner:
 - 1. Notice of the subject matters of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Members) at which such proposed amendment is to be considered; and
 - 2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted and approved by the other of said bodies. Approval by the Members must be by a vote of at least a majority of the Members present at a meeting of the membership at which a quorum (as determined in accordance with the By-Laws) is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.
- C. A copy of each amendment shall be certified by the Secretary of State and recorded amongst the Public Records of Miami-Dade County, Florida.
- D. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend, or alter the rights of Developer, including the

right to designate and select the Officers as provided in Article hereof, or the provisions of this Article, without the prior written consent therefore by Developer.

- E. Except as otherwise provided in Florida Statutes, notwithstanding anything contained herein to the contrary, while the Developer is entitled to appoint a majority of the Board of Directors, these Articles may be amended by a majority of the Board of Directors evidenced by a certificate of the association, provided that such Amendment shall not increase the proportion of common expenses nor decrease the ownership of Common Areas borne by the Owners or change a Unit Owner's voting rights without the consent of the affected Owners. Said voting Amendment need only be executed and acknowledged by the Association and the consent of the Owners, the owner and acknowledged by the Association and the consent of the Owners, the owner and holder of any lien encumbering a Residential Townhome Unit in this Homeowners' Association, or any others, shall not be required.
- F. Notwithstanding anything herein to the contrary, prior to the Turnover Date, the Developer may amend these Articles without the consent or joinder of any party whatsoever. This paragraph may not be amended.

{EXECUTION PAGE FOLLOWS}

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of this 16th day of July, 2020.

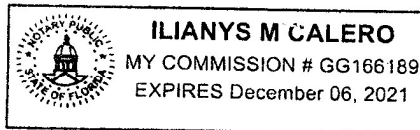


**Vidal Suriel, as Incorporator and Managing Member of
FS PARADISE GARDENS I, LLC, a Florida limited
liability company**

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument, was acknowledged before me by means of ✓ physical presence or _____ online notarization, on this 16th day of July, 2020, by **Vidal Suriel, as Incorporator and Managing Member of FS PARADISE GARDEN I, LLC, a Florida limited liability company**, on behalf of such entity. Such person is personally known to me or who has produced Drivers license as identification and is known to me to be the person who executed the foregoing instrument as such officer, and he duly acknowledged before me that he executed the same freely and voluntarily as the act and deed of said corporation.

Notary Seal:




Name: Ilany's Calero
Notary Public, State of Florida

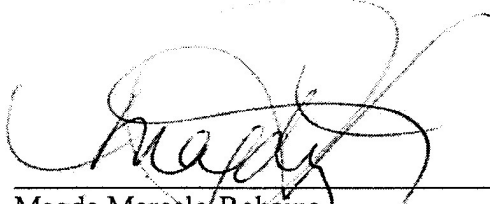
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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation, PARADISE ONE NARANJA HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 14th day of July, 2020.

By:


Magda Marcelo-Robaina
Marcelo Law Group, P.A.
6505 Blue Lagoon Drive, Suite 130
Miami, Florida 33126

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