

BY-LAWS
OF
BRICKELL 25, INC.,
a Condominium Association

ARTICLE I

GENERAL

SECTION 1. THE NAME: The name of the corporation shall be: BRICKELL 25, INC., a Condominium Association.

SECTION 2. PRINCIPAL OFFICE: The principal office of the corporation shall be at 30 S. W. 19th Road, Miami, Dade County, Florida, or at such other place as may be subsequently designated by the Board of Directors.

SECTION 3. DEFINITION AND PURPOSE: For the purposes hereinafter stated, the term "Corporation" shall be equivalent to the term "Association" as is defined in the Declaration of Restrictions, and further defined in Section 711 et seq., more commonly known as the Condominium Act of the State of Florida.

ARTICLE II

DIRECTORS

SECTION 1. NUMBER AND TERM: The number of Directors which shall constitute the whole board shall not be less than three (3) nor more than seven (7). Within the limits above specified, the number of Directors shall be determined by the members at the annual meeting. The Directors shall be elected at the annual meeting of the members, and each Director shall be elected to serve for the term of one (1) year or until his successor shall be elected and shall qualify.

SECTION 2. VACANCY AND REPLACEMENT: If the office of any Director or Directors becomes vacant by reasons of death, resignation, retirement, disqualification, removal from office or through other means, a majority of the remaining Directors, though less than a quorum at a special meeting of Directors duly called for this purpose, shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred.

SECTION 3. REMOVAL: Directors may be removed for cause by an affirmative vote of a majority of the members. No Director shall continue to serve on the board if, during his term of office, his membership reason of his Certificate of Beneficial Interest in the corporation shall be terminated for any reason whatsoever.

SECTION 4. FIRST BOARD OF DIRECTORS: The First Board of Directors shall consist of:

| <u>Name</u> | <u>Residence</u> |
|-------------------|---------------------------------|
| JOSE MILTON | 30 S.W. 19 Road, Miami, Florida |
| MARIO DE ARMAS | 30 S.W. 19 Road, Miami, Florida |
| FLORENTINO ROSELL | 30 S.W. 19 Road, Miami, Florida |
| LAZARO MILTON | 30 S.W. 19 Road, Miami, Florida |
| EVELIO ROSELL | 30 S.W. 19 Road, Miami, Florida |

who shall hold office and exercise all powers of the Board of Directors until the first membership meeting, or until their successors shall be elected.

SECTION 5. POWERS:

A. The property and business of the corporation shall be managed by the Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things required by the business of this condominium as are not by statute or by the Certificate of Incorporation, the Enabling Declaration, or by these Restrictions and By-Laws, directed or required to be exercised or done by the members. These powers shall specifically include but not be limited to the following:

- (1) To levy monthly assessments payable in advance. By a majority vote, the Board of Directors may increase the monthly assessments or vote any special assessment in excess of that amount if required to meet any necessary additional expenses;
- (2) To use and expend the assessments collected to maintain, care for and preserve the exterior of the units and condominium property, other than those portions thereof which are required to be maintained, cared for and preserved by the individual unit owners;
- (3) To pay for such equipment and tools, supplies and other personal property purchased for use in such maintenance, care and preservation;
- (4) To enter into and upon the family units when necessary and with as little inconvenience to the owner as possible in connection with such maintenance, care and preservation. Each owner of a condominium unit grants a perpetual easement to the existing condominium association or its duly authorized agents to enter his condominium unit at any reasonable time (or at any unreasonable time as the necessities of the situation should so require) for the above-said repairs;
- (5) To repair and replace common facilities, machinery, equipment and other things;
- (6) To insure and keep insured the said building and improvements on the property and the owners against public liability, and such other insurance as the Board of Directors may deem advisable. Such insurance may be taken out by the Board of Directors, in the name of the condominium corporation for the benefit of all the owners;
- (7) To collect delinquent assessments by legal action or otherwise, to abate nuisances and to enjoin or seek damages from the unit owners of the property for violation of these By-Laws or any of the other governing rules;
- (8) To employ such employees as are necessary to purchase supplies and equipment, to enter into contracts, and generally to have the powers of an apartment house manager and/or owner in connection with the matters hereinbefore set forth;
- (9) To make reasonable rules and to amend same from time to time; such rules and amendments shall be binding upon the owners after the Board approved same.

SECTION 6. COMPENSATION: The officers of this Association shall serve without compensation.

SECTION 7. MEETINGS:

A. The first meeting of each Board newly elected by the members shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable. The annual meeting of the Board of Directors shall be held at the same place as the general member's meeting, and immediately after the adjournment of same.

B. Regular meetings of the Board may be held monthly, without notice, at a designated time and place.

C. Special meetings shall be held whenever called by the direction of the President or a majority of the Board. The Secretary shall give notice of each special meeting either personally, by mail or telephone or telegram, at least three (3) days before the date of such meeting, but the Directors may waive notice of the calling of the meeting.

D. A majority of the Board shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present at the meeting, the Directors then present may adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present.

SECTION 8. ORDER OF BUSINESS: The order of business at all meetings of the Board shall be as follows:

- A. Roll call;
- B. Reading of Minutes of last meeting;
- C. Consideration of communications;
- D. Resignations and elections;
- E. Reports of officers and employees;
- F. Reports of committees;
- G. Old business;
- H. Original resolutions and new business;
- I. Adjournment.

SECTION 9. ANNUAL STATEMENT: The Board shall present, no less often than at the annual meeting, a full and clear statement of the business and condition of the corporation, including a report of the operating expenses of the corporation and the assessments paid by each member.

ARTICLE III

OFFICERS

SECTION 1. ELECTIVE OFFICERS: The Officers of the corporation shall be chosen by the Directors and shall be a President, Vice-President, Treasurer, Assistant Treasurer and Secretary.

SECTION 2. ELECTION: The Board of Directors, at its first meeting after each annual meeting of general members, shall elect a President, Vice-President, a Treasurer, an Assistant Treasurer and a Secretary, none of whom, excepting the President, need be a member of the Board.

SECTION 3. APPOINTIVE OFFICERS: The Board may appoint such other officers as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 4. TERM: The Officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any Officer elected or appointed by the Board of Directors may be removed at any time by a majority vote of the whole Board of Directors. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by a majority vote of the Board of Directors.

SECTION 5. THE PRESIDENT: The President shall preside at all meetings of the members and Directors, shall be ex officio member of all standing committees, shall exercise general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation and attest by the Secretary, except where the same are required or permitted by law to be otherwise signed.

The Vice-President shall perform all the duties of the President in his absence and such duties as may be entrusted to him by the Board of Directors.

SECTION 6. THE SECRETARY: The Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and the Minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President. He shall keep the seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his signature.

SECTION 7. THE TREASURER:

A. The Treasurer shall have the custody of the corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

B. He shall disburse the funds of the corporation as may be ordered by the Board, making proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meeting of the Board or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation.

C. He may be required to give the corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office. The cost of the premium of any bond required herein shall be paid for by the Condominium Association.

ARTICLE IV

MEMBERSHIP

SECTION 1. DEFINITION: Membership in the Association shall be limited to owners of the Condominium unit Certificates of Beneficial Interest issued by the Corporation. A separate Certificate of Beneficial Interest shall be issued for each condominium unit and each certificate shall constitute one (1) membership.

SECTION 2. VOTING RIGHTS: The owner of a Certificate of Beneficial Interest in the corporation shall be entitled to cast one (1) vote at all meetings of the members of the Association, except as otherwise provided in the Declaration.

ARTICLE V

MEETINGS OF MEMBERSHIP

SECTION 1. PLACE: All meetings of the corporation membership shall be held at the office of the corporation or may

be held at such place and time as shall be stated in the notice thereof.

SECTION 2. ANNUAL MEETINGS:

A. The first annual meeting of members shall be held on the 6th day of September, 1970.

B. Regular annual meetings, subsequent to 1970, shall be held on the first Monday in September of each year, if not a legal holiday, and if a legal holiday, then on the next secular day following.

C. All annual meetings shall be held at the hour of 10:00 o'clock A.M.

D. At the annual meeting, the members shall elect by plurality vote (cumulative voting prohibited) a Board of Directors, and transact such other business as may properly be brought before the meeting.

E. Written Notice of the annual meeting shall be served upon or mailed to each member entitled to vote thereat, at such address as appears on the books of the corporation at least ten (10) days prior to the meeting.

SECTION 3. MEMBERSHIP LIST: At least ten (10) days before every election of Directors, a complete list of the members entitled to vote at said election, arranged numerically by apartment units, with the residence of each, shall be prepared by the Secretary. Such list shall be produced and kept for said ten (10) days and throughout the election at the offices of the corporation; and shall be open to examination by any member throughout such time.

SECTION 4. SPECIAL MEETINGS:

A. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President, and shall be called by the President or Secretary at the request, in writing, of a majority of the Board of Directors, or at the request, in writing, of five (5) members. Such request shall state the purpose or purposes of the proposed meeting.

B. Written notice of a special meeting of members, stating the time, place and object thereof, shall be served upon or mailed to each member entitled to vote thereat, at such address as appears on the books of the corporation, at least five (5) days before such meeting.

C. Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

SECTION 5. QUORUM: Fifty-one (51) per cent of the total number of members of the Corporation present in person or represented by written proxy shall be requisite to and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by the statute, by the Certificate of Incorporation or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by written proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

SECTION 6. VOTE REQUIRED TO TRANSACT BUSINESS: When a quorum is present at any meeting, the vote of a majority of the members present, in person or represented by written proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Certificate of Incorporation or of these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

SECTION 7. RIGHT TO VOTE: At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy. Such proxy shall only be valid for such meeting or subsequent adjourned meetings thereof.

SECTION 8. WAIVER AND CONSENT: Whenever the vote of members at a meeting is required or permitted by any provision of the statutes or of the Certificate of Incorporation or of the By-Laws to be taken in connection with any action of the corporation, the meeting and vote of members may be dispensed with if all the members who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing to such action being taken.

SECTION 9. RULES OF PROCEDURE: All meetings shall be conducted in accordance with Robert's Rules of Order (latest edition) when said Rules are not in conflict with the Articles of Incorporation and By-Laws of the corporation or with the Statutes of the State of Florida.

ARTICLE VI

NOTICES

SECTION 1. DEFINITION: Whenever, under the provisions of the Statutes or of the Certificate of Incorporation or of these By-Laws, notice is required to be given to any Director or member, it shall be construed to mean personal notice but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid, sealed wrapper, addressed to such Director or member at such address as appears on the books of the corporation.

SECTION 2. SERVICE OF NOTICE - WAIVER: Whenever any notice is required to be given under the provision of the statutes or of the Certificate of Incorporation, or of these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

ARTICLE VII

FINANCES

SECTION 1. FISCAL YEAR: The fiscal year shall begin the first day of January in each year.

SECTION 2. CHECKS: All checks or demands for money and notes of the corporation shall be signed by any two of the following officers: President, Vice-President, Secretary, Treasurer or Assistant Treasurer, or by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

SECTION 3. ASSESSMENTS: The Board of Directors of the corporation shall, from time to time, fix and determine the sum or sums necessary for the common expenses of the condominium property. Common expenses shall include the operational items such as insurance, repairs, maintenance and other operating expenses. The total annual requirements shall be assessed as a single sum against all condominium units and prorated to each of said condominium units in accordance with the percentage each is required to pay, as set forth in Article IV-B of the Declaration of Condominium. Said assessments

shall be payable monthly in installments in advance as ordered by the Board of Directors. Special assessments, if required, shall be levied and paid in the same manner as hereinbefore provided for regular assessments. The owner agrees promptly to pay when due the monthly and all special assessments assessed against his own condominium unit. No member shall be personally liable for any debts of the condominium corporation.

ARTICLE VIII

SEAL

SECTION 1. The seal of the corporation shall have inscribed thereon the name of the corporation, the year of its organization, and the word: "Non-Profit". Said seal may be used in accordance with the directions of the Board of Directors.

ARTICLE IX
CERTIFICATES OF OWNERSHIP
and
LIMITATIONS THEREON

SECTION 1. FORM: The first Board of Directors shall adopt a standard form of "Certificates of Beneficial Interest" to be issued by the association to its members, and thereafter such form shall not be changed, altered or amended.

SECTION 2. TRANSFER: The primary object of the association is to operate and maintain its property on a mutual and cooperative basis for the housing need of its members. To the fullest degree, all equity rights are deemed transferable, either absolutely or by way of pledge. The right of transferability is absolute in and to the unit owner subject to the provisions of the declaration and shall not be subject to the control of the Board of Directors of the Association or the association itself. The method of transfer of unit ownership is more fully described in the Declaration of Condominium.

SECTION 3. LEASING AND SUBLEASING: The right to lease or sublease any of the units in the condominium property is only subject to the rules and regulations in effect and said lessees or sublessees shall be bound by the rules and regulations in effect during the period of their tenancy.

ARTICLE X

HOUSE RULES

In addition to other provisions of these By-Laws, the following house rules and regulations, together with such additional rules and regulations as may hereafter be adopted by the Board of Directors, shall govern the use of the Condominium and units located therein, and the conduct of all residents thereof.

A. All condominium units shall be used for residential purposes only for the owners thereof and for their immediate families. They may not be used for any business or commercial use whatever.

B. Condominium unit owners shall not use or permit the use of the premises in any manner which would be disturbing or a nuisance to other said owners, or in such a way as to be injurious to the reputation of said Condominium.

C. Any condominium unit may be inhabited by as many persons as its owner desires so long as it is consistent with existing law, these restrictions and does not constitute a nuisance.

D. No pets shall be permitted in any condominium unit or on any property of this Condominium unless the approval of a majority of the Board of Directors, in writing, is first obtained.

E. Common walks and/or areas shall not be obstructed, littered, defaced, or misused in any manner.

F. No structural changes or alterations shall be made in any condominium unit except upon the approval of the Board of Directors.

G. Condominium unit owners shall be liable for any damage to the interiors of some and/or property of the Condominium association which shall be caused by said owner or such other persons for whose conduct the owner is legally responsible.

H. No signs shall be displayed in, on or upon any portion of said building by any occupant thereof.

I. Use of the common areas will be in such manner as to respect the rights of other unit owners and will be controlled by regulations to be issued from time to time. The regulations will be reasonable and intended to enhance the enjoyment of the premises by the unit owners.

J. No radio or television antennas or any wiring for any purpose may be installed on the exterior of a building without the written consent of the Board of Directors.

K. The terraces, walkways and exterior stairways shall be used only for the purposes intended, and shall not be used for hanging garments or other objects or for cleaning of rugs or other household items.

L. No structural changes or alterations shall be made in any unit, except upon approval of the Board of Directors.

ARTICLE XI

DEFULT

In the event an owner of a unit does not pay any sums, charges or assessments required to be paid to the association within thirty (30) days from the due date, the association, through its Board of Directors or Manager, may proceed to enforce the said assessment against the unit owner owing same in any manner provided for by the Condominium Act, and may foreclose the lien encumbering the condominium unit created by the non-payment of the required moneys.

SECTION 1. JOINT-OWNERSHIP:

A. Any certificate of Beneficial Interest may be owned by more than one owner, either as joint tenants with right of survivorship, as tenants by the entireties, or as tenants in common, but in such event, that all of the owners of such certificate shall be entitled collectively to only one voice or ballot in the management of the affairs of the association and the vote of such certificate may not be divided between plural owners of a single certificate. If the owners of any such certificate are unable to agree upon their ballot upon any subject at any meeting, they shall lose their right to vote on such subject but if all of the owners of any such certificate shall not be present at the meeting, either in person or by proxy, the one or ones so present may cast the vote of all such owners.

ARTICLE XII

AMENDMENT

These restrictions and By-Laws may only be altered, amended or added to at a duly called meeting of the members, provided, (1) That the notice of meeting shall contain a full statement of the proposed amendment, and (2) That the quorum requirement for such purpose shall be a majority of the unit owners. A three-fourths (3/4) vote of all persons attending will be required in order to amend these restrictions and By-Laws.

ARTICLE XIII

CONSTRUCTION

Wherever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires.

Should any of the covenants herein imposed be void or be or become unenforceable at law or in equity, the remaining provision of this instrument shall, nevertheless, be and remain in full force and effect.

ARTICLE XIV

ARBITRATION

SECTION 1. Any question arising concerning the construction of any of the By-Laws set forth herein or the action on the part of the Board of Directors, with reference to any of the duties and responsibilities placed upon the said Board of Directors, the aggrieved member shall have the right to have the dispute in question arbitrated pursuant to the terms and conditions of the Florida Arbitration Code, Florida Statute 57, et seq.

SECTION 2. Every condominium parcel owner has signified his intention to have the decision of the arbitrators made a rule of court (pursuant to Florida Statute 57.02) by signing his individual Warranty Deed and accepting his Certificate of Beneficial Interest from the Association.

ARTICLE XV

MISCELLANEOUS

SECTION 1. The property and facilities of the Association shall, at all times, be restricted in use to the Association members and their guests.

SECTION 2. Under no circumstances shall Association property be leased or operated for profit.

SECTION 3. Each unit owner shall have the right of use of a designated parking space, except that apartments 503, 1003, 1101, 1102 and 1201 shall have two parking spaces and apartment 1202 shall have four. The designation is to be made by the original developer and builder at the time of the sale of the condominium unit to the owner. The use of the designated parking space shall be vested in the unit owner to whom said space has been assigned, his successors or assigns.

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State of Florida

Secretary of State



I, Tom Adams, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation
of

BRICKELL 25, INC., a Condominium Association

a corporation not for profit organized and existing under the Laws of the
State of Florida, filed on the 25th day of August,
A.D., 1969 as shown by the records of this office.

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 22nd day of October,
A.D. 1969.



Tom Adams
Secretary of State