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(Requestor's Name)

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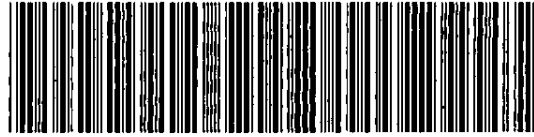
(Business Entity Name)

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Miami, Florida 33165

Tel: 305.223.9999
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January 27, 2010

U.S. CERTIFIED MAIL

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**Re: Brickell Place Condominium Association, Inc.
Conversion from For-Profit Corporation to Not-For-Profit Corporation**

Dear Sir or Madam:

Please be advised that the undersigned law firm serves as general counsel to Brickell Place Condominium Association, Inc. (hereinafter referred to as "Association"). Enclosed please find the following documents with regard to the conversion of the Association from a For-Profit Florida Corporation to a Not-For-Profit Florida Corporation:

- Petition filed in Circuit Court (copy);
- Court Order endorsing and approving Association's Articles of Incorporation, adjading that all Association's property to the successor corporation subject to all indebtedness and liabilities, and granting Association's Petition to convert to a Not-For-Profit Florida Corporation (Original Certified Copy);
- Original Corporate Resolution authorizing and directing Association's President to execute and file a Petition for Conversion in the Circuit Court, proposing new Articles of Incorporation, accepting al of Association's property and agreeing to assume and pay all indebtedness and liabilities of the Association
- Original Amended Articles of Incorporation (Corporation Not-For-Profit);
- Filing Fee Payment (\$35.00);
- Payment for Certified Copy (\$8.75); and
- Payment for Certificate of Status (\$8.75).

Pursuant to §617.1807, F.S. the above documents are what is required for this change to take effect. Please issue a certificate showing receipt of the articles of incorporation with the required endorsements and approvals, and confirm that the Association has in fact become a Not-For-Profit Corporation under the name Brickell Place Condominium Association, Inc. subject to all rights, powers, immunities, duties, and liabilities of corporations not-for-profit under state law, and that its rights, powers, immunities, duties, and liabilities as a corporation for-profit has ceased.

If there is anything further you require to make this change take effect please do not hesitate to contact us at your earliest convenience. We thank you very much for your expedited attention to this matter.

Very truly yours,


LAW OFFICE OF ALEXIS GONZALEZ, P.A.

ALBERT E. ACUÑA, ESQ.

For the firm.

cc: Brickell Place Condominium Association, Inc.

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TALLAHASSEE, FLORIDA

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IN THE CIRCUIT COURT OF THE
11TH JUDICIAL CIRCUIT IN AND FOR
MIAMI-DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

CASE NO. 09-74389 CA 09

IN RE: BRICKELL PLACE CONDOMINIUM
ASSOCIATION, Inc., a Florida Corporation.

FOR RECORD
2010 JAN 27 AM 9:08
CIRCUIT & COUNTY CLERK
MIAMI-DADE COUNTY, FL
JAN 27 2010

**ORDER ON PETITION FOR CONVERSION TO A NOT-FOR-PROFIT
CORPORATION PURSUANT TO §617.1805, F.S. & CHAPTER 718, F.S.**

THIS CAUSE came before the Court upon Petitioner, **Brickell Place Condominium Association, Inc.'s**, Petition for Conversion to a Not-for-Profit Corporation pursuant to §617.1805, F.S. through §617.1808, F.S., and Chapter 718, *et seq.*, F.S., and with the Court having heard argument of counsel and being otherwise fully advised in the premises finds that:

1. Petitioner's Petition for Conversion to a Not-for-Profit Corporation and proposed Articles of Incorporation attached thereto are in proper form.

Accordingly, it is **ORDERED** and **ADJUDGED** that said Petition is hereby **GRANTED**; furthermore:

1. The proposed Articles of Incorporation attached to Petitioner's Petition for Conversion to a Not-for-Profit Corporation are hereby approved and endorsed by this Court;
2. All of the Petitioner's property shall become property of the successor corporation not-for-profit, subject to all indebtedness and liabilities of the Petitioner.

A TRUE COPY
CERTIFICATION ON LAST PAGE
HARVEY RUVIN, CLERK

DONE AND ORDERED in Chambers at Miami, Miami-Dade County, Florida this

27 day of January, 2009

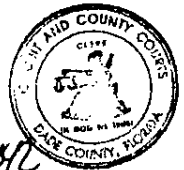
Jerald Bagley
HON. JERALD BAGLEY
CIRCUIT COURT JUDGE

Conformed copied furnished to:

Albert E. Acuña, Esq.,
Law Office of Alexis Gonzalez, P.A.
Counsel for Petitioner, Brickell Place Condominium Association, Inc.
9755 S.W. 40th Terr.
Miami, FL 33165

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TALLAHASSEE, FLORIDA
10 FEB 10 AM 8:35

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. January 27 AD 20 10
HARVEY RUVIN, Clerk of Circuit and County Courts
Deputy Clerk Terencia Berry



CORPORATE RESOLUTION OF
BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

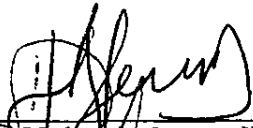
The undersigned officers of Brickell Place Condominium Association, Inc., a Florida for-profit corporation (the "Association") hereby certifies that the following resolutions have been adopted by the Board of Directors of the Association:

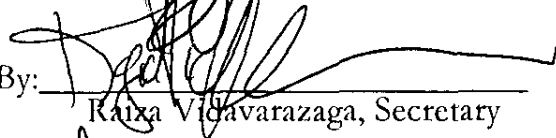
RESOLVED, that the Association hereby authorizes and directs President, Dr. Heliodoro De Leon, to execute and file, on behalf of the Association, a Petition for Conversion to a Not-For-Profit Corporation in the Circuit Court of the 11th Judicial Circuit of Florida in and for Miami-Dade County, Florida, and propose new/amended Articles of Incorporation in accordance thereto. It is hereby agreed that the Association, as organized under its new not-for-profit status, will accept all property of the Association, as organized under its current for-profit status, and will furthermore agree to assume and pay all of its indebtedness and liabilities.

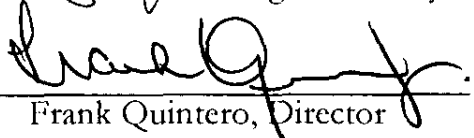
IT IS HEREBY CERTIFIED that the foregoing Resolution has been duly adopted at a meeting of the Board of Directors of the Association, which meeting was called for such specific purpose and held in accordance with the current Declaration of Condominium, By-Laws and Articles of Incorporation of the Association, and in accordance with the laws of the State of Florida. It is further certified that the Board of Directors of the Association has full power and authority to pass said Resolution and that the foregoing Resolution is in full force and effect as of this date and it has not been altered, amended, modified or rescinded.

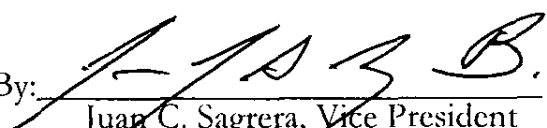
IN WITNESS WHEREOF, this Certificate has been executed this 23rd day of SEPTEMBER, 2009.


**BRICKELL PLACE CONDOMINIUM
ASSOCIATION, INC.**

By: 
Dr. Heliodoro De Leon, President

By: 
Raixa Vidavarazaga, Secretary

By: 
Frank Quintero, Director

By: 
Juan C. Sagrera, Vice President

By: 
Jorge Gonzalez, Treasurer

By: 
Laura Rodriguez, Director

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AMENDED ARTICLES OF INCORPORATION
OF
BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

(Corporation Not For Profit)

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TALLAHASSEE, FLORIDA
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In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for, the formation of corporations not for profit, we, the Undersigned hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I

The name of the proposed corporation shall be:

BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

II

The purposes and objects of the Corporation shall be:

1. To administer the operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., a townhome community in Broward County, Florida.
2. To undertake the performance of the acts and duties incident to the administration of the operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. in accordance with the terms, provisions, conditions and authorizations contained in these Amended Articles of Incorporation and in the Declaration of Condominium for BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., (hereinafter referred to as "Declaration") which was recorded in the public records of Miami-Dade County, Florida on December 15, 2975, Florida Official Records Book 9178, Page 973.
3. 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 BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. Corporation shall be conducted as a non-profit organization for the benefit of its members.

This Instrument Prepared Albert E. Acuña, Esq.
Law Office of Alexis Gonzalez, P.A.,
9755 S.W. 40th Terrace, Miami, Florida 33165 (305)223-9999

III

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Corporations not for profit under the laws pursuant to which this Corporation is chartered, and all of the powers and privileges, which may be, granted to or exercisable by it under any other applicable laws of the State of Florida now or hereafter in effect.
2. The Corporation shall have all of the powers to exercise, undertake and perform all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration and as may be reasonably necessary to effectuate the purposes of the Corporation. Including, but not limited to the following:
 - (a) To make and establish reasonable rules and regulations governing the use of the property and facilities subject to the Declaration;
 - (b) To levy and collect assessments against members of the Corporation to defray the expenses of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. in accordance with the Declaration and the By-Laws of this Corporation, including the right to levy and collect for the purposes of owning, holding, operating leasing, managing and otherwise trading and dealing with any property, whether real or personal, which may be necessary or convenient in the administration, operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. and in accomplishing the purposes stated in the Declaration;
 - (c) To maintain, repair, replace, improve, operate and manage the Common Area of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., as defined in the Declaration and the property comprising it, including the right to reconstruct improvements after casualty;

-
- (d) To contract for the management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. and to delegate to such contractor all of the powers and duties of the Corporation, except those which may be required by law or the Declaration to have approval of the Board of Directors or membership of the Corporation;
 - (e) To enforce the provisions of the Declaration, these Amended Articles of Incorporation, the By-Laws of the Corporation, and the Rules and Regulations governing BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.;
 - (f) To do and perform all acts and deeds incidental, necessary or convenient in effectuating the purposes of the Corporation and in the exercise and performance of the rights, duties and obligations granted or imposed upon the Corporation by the Declaration; and
 - (g) To exercise all powers granted under the law of the State of Florida to Corporations Not- For-Profit for the purposes of promoting the health, safety and welfare of the owners and residents of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

IV

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

1. The owners of all Units in BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. shall be members of the Corporation, and no other person or entities shall be entitled to membership, except as provided in item (5) of this Article.
2. Membership shall be established by the acquisition of record fee simple title to a Unit and the membership of any party shall automatically terminate upon that party being divested of title to her, his or its entire fee ownership interest in any Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two

or more Units, so long as such party shall retain a record fee simple interest in any Unit within BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

- (a) Each condominium parcel shall be entitled to one vote at any meeting of the Association. The vote of each condominium parcel is not divisible. If a parcel is owned by more than one person, the owners of said unit shall designate one of them as the voting member, or in the case of a corporate parcel owner, an officer or employee thereof shall be designated as the voting member. The designation of the voting member shall be made as provided by and shall be subject to provisions and restrictions set forth in the Bylaws of the Association.

V

The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to her, his or its Unit. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

VI

The Corporation shall have perpetual existence.

VII

The principal Office of the Corporation shall be located at 190 Brickell Avenue, Miami, Florida 33129, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as from time to time be designated by the Board of Directors. In compliance with Section 617.023, Florida Statutes, LAW OFFICE OF ALEXIS GONZALEZ, P.A. is designated Registered Agent of the Corporation upon whom service of process may be served at 9755 S.W. 40th Terrace, Miami, Florida 33165 as the office to be maintained for such purpose, provided that such Registered Agent and office may be changed from time to time as the Board of Directors of the Corporation may determine.

VIII

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice President, Secretary and Treasurer, subject to the directions of the Board of Directors. The Board of Directors or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

Except for (a) actions by the Corporation to enforce provisions of the Declaration, (b) actions to collect assessments or foreclose liens securing assessments levied by the Corporation pursuant to the Declaration or the By-Laws of the Corporation, (c) actions to collect claims against insurance policies or bonds carried by the Corporation, (d) proceedings challenging valuations or levies for ad valorem taxation, (e) actions against parties to whom funds of the Corporation shall have been paid and from whom refund or repayment is due or may be due to recover such amounts as shall be due to the Corporation, or (f) counterclaims brought by the Association in proceedings instituted against it, no judicial or administrative proceedings shall be commenced or prosecuted by the Corporation unless approved and authorized by vote of members owning not less than seventy-five (75%) percent of the Units in BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

IX

The number of members of the first Board of Directors of the Corporation shall be no less than three (3), but not more than seven (7). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers, or employees of a corporate member of the Corporation.

X

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer. The President and Vice President shall be members 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, that the office of President and Vice President shall not be held by the same person. The election of Officers shall be held annually at the first meeting of the Board of Directors following the Annual Meeting of the membership, and vacancies of offices shall be filled by election by the Board of Directors as same occur.

XI

The names and post office addresses of the current Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office until successors are elected and have qualified, are as follows:

Dr. Heliodoro De Leon, President
1865 Brickell Avenue, Unit 2114
Miami, FL 33129

Juan C. Sagrera, Vice President
1865 Brickell Avenue, Unit 1810
Miami, FL 33129

Raiza Vidavarazaga, Secretary
1865 Brickell Avenue, Unit 906
Miami, FL 33129

Jorge Gonzalez, Treasurer
1865 Brickell Avenue, Unit 401
Miami, FL 33129

Frank Quintero, Jr., Director
1901 Brickell Avenue, Unit 1712
Miami, FL 33129

Laura Rodriguez, Director
1901 Brickell Avenue, Unit 1712
Miami, FL 33129

XII

The subscriber to these Amended Articles of Incorporation is Dr. Heliodoro De Leon whose address is stated in Article XI.

XIII

The original By-Laws of the Corporation previously adopted by the Board of Directors may be altered or rescinded only in such manner and by such vote as said By-Laws may provide.

XIV

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which she or he may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or Officer of the Corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred, except in those cases in which the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. If any claim for reimbursement or indemnification hereunder shall be based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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.

XV

An Amendment to these Amended Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the Units subject to the Declaration, whether meeting as members or by instrument in writing signed by them. Upon any Amendment to these Amended Articles of Incorporation being proposed by said Board of Directors or members, the proposed Amendment shall be transmitted to the President of the Corporation or other Officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him or her of the proposed Amendment, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting; stating the time and place of the meeting and reciting the proposed Amendment in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days before the

date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his or her Post Office Address as it appears on the records of the Corporation, postage prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member.

For any proposed Amendment to be adopted and become effective the proposed Amendment must be approved by affirmative vote of members owning not less than two-thirds (2/3) of the Units subject to the Declaration. At any meeting held to consider the adoption of an Amendment the written vote of any member of the Corporation shall be recognized, even if such member is not in attendance at such meeting or represented at the meeting by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to the meeting.

Upon the adoption of an Amendment to these Amended Articles of Incorporation by the requisite vote, the Amendment shall be transcribed and certified in such form as may be necessary to file the Amendment in the office of the Secretary of State of the State of Florida. If members whose votes would be sufficient to adopt any Amendment to these Amended Articles of Incorporation at a duly convened meeting for that purpose execute an instrument amending these Amended Articles of Incorporation, such instrument shall be and constitute, when duly filed in the office of the Secretary of State, a valid and effective Amendment to these Amended Articles of Incorporation and it shall not be necessary for such Amendment to be adopted at a meeting of the members.

XVI

The commencement date of the existence of this corporation shall be the date of subscription of this Certificate of Incorporation if such date is within five business days prior to the dates of filing of this Certificate in the office of the Secretary of State of Florida. Otherwise the commencement date shall be the date of such filing.

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal, this 23
day of sept, 2009.

Dr. Heitor De Leon (SEAL)
DR. HEITOR DE LEON, PRESIDENT
BRICKELL PLACE COND. ASSOC., INC

STATE OF FLORIDA)
)§
COUNTY OF)

BEFORE ME, the Undersigned Authority, personally appeared Dr. Heitor De Leon, who
acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein
expressed, this 23 day of sept, 2009. He/she a personally known to me end did not take an
oath

NOTARY PUBLIC-STATE OF FLORIDA



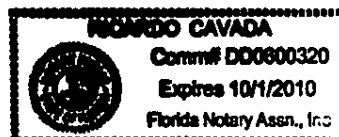
The undersigned hereby accepts appointment as Registered Agent of the above Corporation.

Albert E. Acuña (SEAL)
ALBERT E. ACUÑA, ESQ.
Law Office of Alexis Gonzalez, P.A.

STATE OF FLORIDA)
)§
COUNTY OF)

BEFORE ME, the Undersigned Authority, personally appeared Albert E. Acuña, who
acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein
expressed, this 23 day of sept, 2009. He/she a personally known to me end did not take an
oath

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