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Articles

1. Isles of Porto Vista Community  
(CORPORATE NAME AND DOCUMENT #)  
Association, Inc.
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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**ARTICLES OF INCORPORATION  
OF  
ISLES OF PORTO VISTA COMMUNITY ASSOCIATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED  
06 JAN 11 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is ISLES OF PORTO VISTA COMMUNITY ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the By-laws of the Association as the "By-laws."

The street address of the initial principal office of the Association is 5015 SW 17<sup>th</sup> Avenue, Cape Coral, Florida 33914.

**ARTICLE II - TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE III - PURPOSE**

The purposes for which this association is formed are as follows:

- A. To form a Florida not-for-profit corporation as defined in Chapter 617, Florida Statutes, as enacted upon the date of recordation of the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens for Isles of Porto Vista (the "Community Association Declaration"), and to perform the acts and duties necessary and desirable for the management of the Units and Common Areas in Isles of Porto Vista (referred to herein as the "Community") and to own, operate, lease, sell and trade property whether real or personal, including Units in the Community, as may be necessary or convenient in the administration of the Community.
- B. To carry out the duties and obligations and receive the benefits given the Association by the Community Association Declaration.
- C. To establish By-laws for the operation of the Community Association Property (referred to herein as the "By-laws"), provide for the administration of the Association and Rules and Regulations for governing the same, and enforce the provisions of the Condominium Act, the Community Association Declaration, these Articles of Incorporation and the By-laws.

- D. The Association shall have all the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Condominium Act, the Community Association Declaration, and these Articles and By-laws of the Association.

#### **ARTICLE IV - MEMBERS**

All Unit Owners in the Community operated by the Association shall automatically be Members of the Association and their memberships shall automatically terminate when title to their Units is conveyed. If a Member conveys title to his Unit under the Community Association Declaration, the new owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent of the Association is Bolaños Truxton, P.A. The street address of the initial registered office of the Association is 12800 University Drive, Suite 350, Fort Myers, Florida 33907.

#### **ARTICLE VI - DIRECTORS**

- A. The affairs and property of the Association shall be managed and governed by a Board of Directors (sometimes referred to herein as the "Board of Directors") composed of not less than three (3) persons (referred to herein as "Directors"). The first Board of Directors shall have three (3) members and, in the future, the number and qualifications shall be determined from time to time in accordance with the Association's By-laws within the limits prescribed therein.
- B. The Directors named in Article VII shall serve until the first election of directors as provided in the By-laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, such vacancy shall be filled in accordance with the terms of the By-laws.
- C. All officers shall be elected by the Board of Directors in accordance with the By-laws at the regular annual meeting of the Board as established by the By-laws. The executive officers of the Association shall be a President, Vice-President, Treasurer and Secretary, all of whom shall be elected annually by the Board of Directors. Any two (2) of said offices may be united in one (1) person, except that the President shall not also be the Secretary or an Assistant Secretary of the Association. The President,

Secretary and Treasurer of the Association must, at all times after Unit Owners other than the developer are entitled to elect a majority of the Board, be Resident Unit Owners. (The term "Resident Unit Owner" shall, for this purpose, mean a Unit Owner who personally occupies his Unit for a minimum of 183 days of the calendar year or whose parent, spouse or child occupies the Unit for said period of time.) If the Board so determines, there may be one or more Vice-Presidents.

#### **ARTICLE VII - FIRST BOARD OF DIRECTORS**

The following persons shall constitute the Directors of the first Board of Directors and shall serve until the election of the Board of Directors at the first regular meeting of the membership:

	<u>Name</u>	<u>Address</u>
1.	Bernard Offenberg	5015 SW 17 <sup>th</sup> Avenue Cape Coral, Florida 33914
2.	Sidney N. Simon	5015 SW 17 <sup>th</sup> Avenue Cape Coral, Florida 33914
3.	Thomas McKinsey	5015 SW 17 <sup>th</sup> Avenue Cape Coral, Florida 33914

#### **ARTICLE VIII – INCORPORATOR**

The name and address of the incorporator to these Articles is as follows:

<u>Name</u>	<u>Address</u>
Gregg S. Truxton	Bolaños Truxton, PA 12800 University Drive, Suite 350 Fort Myers, Florida 33907

#### **ARTICLE IX – BY-LAWS**

- A. The By-laws of this Association shall be adopted by the Board of Directors and attached to the Community Association Declaration to be filed among the Public Records of Lee County, Florida. The By-laws may be amended by the Members in the manner provided therein.

## ARTICLE X – AMENDMENTS

- A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Community Association Declaration may be made either by the Board of Directors or by sixty-seven (67%) percent of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-laws. Upon the affirmative vote of sixty-seven (67%) percent of all Members (not just those voting) the amendment shall be adopted.
- B. Any Member may waive the requirements of this Article as to the notice of special meetings vote on proposed amendments to these Articles of Incorporation, either before, at or after a membership meeting at which a vote is taken to amend these Articles, and any amendment passed by sixty-seven (67%) percent of the membership shall not be invalid merely because some members did not receive notice of the special meeting.

## ARTICLE XI – INDEMNIFICATION

Every Director and officer of the Association shall be indemnified by the Association to the maximum extent permitted by law, against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, 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, 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 in bad faith commits an act of willful malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to an not exclusive of all other rights to which such Director or officer may be entitled. However, the right of indemnification shall not be applicable to any person who receives regular compensation for his duties from which the claim arises except to the extent such acts are covered by insurance and then only to that extent.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on this 10 day of January 2006.

Signed, Sealed and Delivered  
in the Presence of:

INCORPORATOR:

Catherine Seelig

Gregg S. Truxton  
Gregg S. Truxton

State of Florida)

County of Lee) ss

The foregoing instrument was acknowledged before me this 10 day of \_\_\_\_\_, 2006, by Gregg S. Truxton. He () is personally known to me or ( ) has produced \_\_\_\_\_ as identification.

Catherine Seelig  
Notary Public  
Print Name: Catherine Seelig

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ISLES OF PORTO VISTA COMMUNITY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Ft. Myers, Lee County, State of Florida, has named Bolaños Truxton, PA, located at 12800 University Drive, Suite 350, Ft. Myers, Florida 33907, as its agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Bolaños Truxton, PA

By:   
Gregg S. Truxton

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA