

NO6000003045

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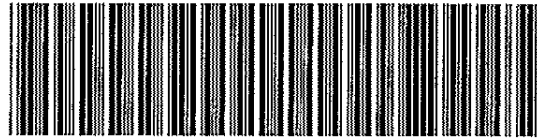
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TALLAHASSEE FLORIDA

Restated
Articles

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Village Walk Condominium Association, Inc.

DOCUMENT NUMBER: N06000003045

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alina Orriols

(Name of Contact Person)

Southern Homes

(Firm/ Company)

12900 SW 128 Street, Suite 100

(Address)

Miami, Florida 33186

(City/ State and Zip Code)

For further information concerning this matter, please call:

Alina Orriols

(Name of Contact Person)

at (305) 971-0102 X.239

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 8, 2006

ALINA ORRIOLS
12900 SW 128 ST STE 100
MIAMI, FL 33186

SUBJECT: VILLAGE WALK CONDOMINIUM ASSOCIATION, INC.
Ref. Number: N06000003045

We have received your document for VILLAGE WALK CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 406A00054472

RECEIVED
SEP 19 AM 8:00
DIVISION OF CORPORATIONS

Articles of Amendment
to
Articles of Incorporation
of

Village Walk Condominium Association, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N06000003045

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please replace original Articles of Incorporation with the attached Articles.

However, please maintain the additional Secretary Ann DeCicco, per Amendment filed on June 15, 2006.

(Attach additional pages if necessary)
(continued)

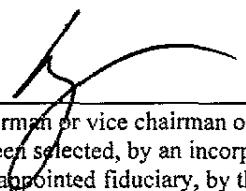
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TALLAHASSEE FLORIDA

The date of adoption of the amendment(s) was: August 28, 2006

Effective date if applicable: August 3, 2006
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Manny Borges

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

FILING FEE: \$35

RESTATED
ARTICLES OF INCORPORATION
OF
VILLAGE WALK
CONDOMINIUM ASSOCIATION, INC.

The undersigned hereby submits these articles for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

Name

The name of the corporation shall be VILLAGE WALK CONDOMINIUM ASSOCIATION, INC., which corporation shall herein be referred to as the "Association", and its initial mailing address is 12900 SW 128th Street, Suite 100, Miami, Florida 33186.

ARTICLE II

Purpose

1. The purpose for which the corporation is organized is for the operation and management of condominium buildings and grounds for the use and benefit of the owners of the condominium units of VILLAGE WALK, A CONDOMINIUM, to be located in Broward County, Florida, and described in the Declaration of Condominium for said condominium, and for any other purpose permitted under Florida Law.

2. The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

ARTICLE III

Powers

1. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

2. The Corporation shall have all of the powers and duties contemplated in the Florida Condominium Act together with all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties which the Bylaws may set forth in more detail shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect assessments against members as Unit Owner for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Condominium.

(b) To buy, sell, trade, lease or encumber property, real or personal, and to construct additional improvements of the Condominium.

(c) To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium property or any property owned or leased by the Association for use by the unit owners of the Condominium.

(d) To acquire and purchase insurance for the Condominium property and for the protection of the Association and the unit owners.

(e) In the manner provided in the Association Bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property in the Condominium, and for the benefit, health, safety, welfare and happiness of the Condominium unit owners.

(f) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Corporation and such rules and regulations as may be promulgated.

(g) To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of units in the manner provided for in the Declaration of Condominium or the Association Bylaws.

(h) To employ personnel to perform the services required for proper operation of the Condominium.

(i) To lease, maintain, repair and replace the Common Elements.

(j) To purchase a unit or units of the Condominium for any purpose and to hold, lease, mortgage or convey such units on terms and conditions approved by the Board of Directors.

(k) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(l) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from unit owners, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including but not limited to the making of Assessments, promulgation of rules and execution of contracts on behalf of the Corporation.

(m) To maintain and operate the Surface Water Management System as permitted by the applicable Water Management District, including, but not limited to, all lakes, retention areas, culverts and related appurtenances.

(n) In the event the Association ceases to exist, to dedicate, convey, assign or transfer the Condominium property consisting of the Surface Water Management System to an

appropriate agency of local government and if the responsibility is not accepted to a similar non-profit organization.

ARTICLE IV **Corporate Existence**

This Association shall continue to exist so long as the Condominium known as VILLAGE WALK, A CONDOMINIUM, shall be in existence.

ARTICLE V **Directors**

1. The business of this Corporation shall be conducted by a Board of Directors having three (3) Directors or as otherwise determined by the Bylaws. Until control of the Corporation is transferred to unit owners other than the Developer, the Developer shall be entitled to designate directors to the extent permitted by the Florida Condominium Act. The directors which the Developer has the right to appoint need not be members. Except for directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Association, in the manner determined in the Bylaws.

The initial Board of Directors shall be comprised of three (3) persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

Guy Lesseur	Francisco Perez	Manny Borges
12900 S.W. 128 th Street Suite 100	12900 S.W. 128 th Street Suite 100	12900 S.W. 128 th Street Suite 100
Miami, Florida 33186	Miami, Florida 33186	Miami, Florida 33186

2. The election or appointment of Directors, their removal or the filling of vacancies on the Board of Directors shall be as stated in the Bylaws of the Association.

ARTICLE VI **Officers**

1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Corporation shall be elected for a term of three (3) years, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefore in the Bylaws of the Corporation. Until transfer of the control of the Corporation to the Unit Owners other than the Developer has been accomplished, the officer need not be directors or members.

2. The names of the persons who shall serve as the first officers are:

President	Guy Lesseur
Vice-President	Francisco Perez
Secretary	Francisco Perez
Treasurer	Manny Borges

ARTICLE VII

Members

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of Units in the Condominium. Transfer of a Unit ownership, either voluntarily or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Unit shall only be entitled to one vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the Bylaws established for the Corporation.

ARTICLE VIII

Indemnification

The Corporation shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, including reasonable attorneys' fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX

Amendments

Amendments to the Articles of Incorporation shall be made in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Association, the Board shall direct that resolution to be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and provisions for adoption by members shall not apply.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the

meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Association entitled to vote thereon.

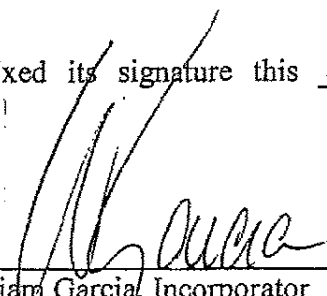
4. No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the Condominium documents without the written consent of the Developer.

ARTICLE X **Incorporator and Registered Agent**

The name of the Incorporator is William Garcia. The address of the incorporator is 12900 S.W. 128th Street, Suite 100, Miami, Florida 33186.

The corporation's initial registered office shall be located at 12900 S.W. 128th Street, Suite 100, Miami, Florida 33186, and the initial Registered Agent at such address shall be William Garcia, P.A.

IN WITNESS WHEREOF, the Incorporator has affixed its signature this 3 day of August, 2006.



William Garcia, Incorporator

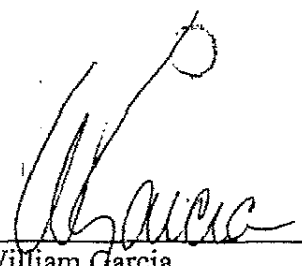
ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated 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 all of the statutes relative to the proper and complete performance of its duties.

Dated this 3 day of August, 2006.

William Garcia, P.A.

By:


William Garcia

Its:

President