

P05000021927

Division of Corporations

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Account Number : I20000000257  
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FLORIDA NON-PROFIT CORPORATION  
VICTORIA II HOMEOWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**VICTORIA II HOMEOWNERS' ASSOCIATION, INC.**

(a Florida corporation not for profit)

We, the undersigned, hereby acknowledge and file in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit under the Laws of the State of Florida, and hereby adopt the following Articles of Incorporation as provided by law:

**ARTICLE I - NAME**

The name of this corporation is VICTORIA II HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall hereinafter be referred to as the "Association" and the By-Laws of the Association as the "By-Laws."

**ARTICLE II  
PURPOSES AND POWERS**

The purposes for which the Association is organized is to provide an entity for operating, administering, managing, and maintaining a residential community known as Victoria II, Homeowners' Association, Inc. (hereinafter called the "Property"), in accordance with the "Declaration" (defined in Article 3 below).

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall each have the same definition and meaning as those set forth in that certain Declaration of Covenants, Restrictions and Easements for Victoria II ("Declaration") to be recorded in the Public Records of Broward County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV  
POWERS**

The powers of the Association shall include and be governed by the following:

**General.** For any lawful purpose. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles, the Declaration or the By-Laws including, but not limited to, the capacity to contract, bring suit and be sued, and those provided by the Act.

- 4.1 Enumeration. The Association shall have all of the powers reasonably necessary to operate the Property pursuant to the Declaration and as more particularly described in the By-Laws and these Articles as they may be amended from time to time, including but not limited, to the following:
- (a) To establish and collect Assessments and other charges against Members, as Owners, and to use the proceeds thereof in the exercise of its powers and duties.
  - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
  - (c) To maintain, repair, improve, replace, reconstruct, add to and operate the Property, as well as other property acquired or leased by the Association.
  - (d) To purchase insurance covering all of the Common Properties, or portions thereof, and insurance for the protection of the Association, its Officers, Directors and Owners.
  - (e) To make and amend reasonable Rules for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Owners.
  - (f) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules concerning the use of the Property, subject, however, to the limitation regarding assessing Lots owned by Declarant for fees and expenses relating in any way to claims or potential claims against Declarant as set forth in the Declaration and/or By-Laws
  - (g) To contract for the management, maintenance, operation and administration of the Property and to delegate to such party such powers and duties of the ASSOCIATION as permitted by law.
  - (h) To employ personnel to perform those services required for the proper operation of the Property.
- 4.2 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the By-Laws
- 4.3 Distribution of Income; Dissolution. The Association shall make no distribution of income to its Members, Directors or Officers, and upon dissolution, all assets of the Association shall only be transferred to another non-profit corporation or a public agency, except in the event of a termination of the Declaration.
- 4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the By-Laws.

ARTICLE V  
MEMBERS

- 5.1 Membership. The members of the Association shall consist of the record lot Owners of the Property from time to time, including Declarant, as further described in the Declaration. Such membership shall automatically terminate when such person is no longer the owner of a lot. Membership certificates are not required and need not be issued.
- 5.2 Assignment. The shares of a member in the funds and assets of the Association cannot be assigned, apothecated or transferred in any manner except as an appurtenance to the lot for which the share is held.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Lot, which vote shall be exercised by the Lot Owner in accordance with the provisions of the Declaration and By-laws; provided, however, Declarant shall also have additional votes in accordance with its Class B membership as provided in the Declaration. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.
- 5.4 Meetings. The By-Laws shall provide for an annual meeting of Members and may make provisions for regular and special meetings of Members other than the annual meeting.

ARTICLE VI  
EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII  
INCORPORATORS

The names and addresses of the incorporators of the Association, are as follows:

MAKIO SUJOY	1901 Harrison Street Hollywood, FL 33020
CRISTINA SUJOY	1901 Harrison Street Hollywood, FL 33020
IVAN SUJOY	1901 Harrison Street Hollywood, FL 33020

**ARTICLE IX  
OFFICERS AND REGISTERED AGENT**

Subject to the direction of the "Board," described in Article 9 below, 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 at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The By-Laws may provide for the removal from office Officers, for filling vacancies and for the duties of Officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

<u>NAME</u>	<u>TITLE</u>
MARIO SUJOY	President
CRISTINA SUJOY	Secretary
IVAN SUJOY	Treasurer

The Street address of the initial office of this Corporation is 1901 Harrison Street, Hollywood, FL 33020, and the name of the initial resident agent of this corporation is Mario Sujoy of 1901 Harrison Street, Hollywood, FL 33020.

**ARTICLE IX  
DIRECTORS**

- 9.1 Number and Qualification. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3), nor more than nine (5) persons. The initial Board of Directors shall consist of three (3) persons hereinafter named, and in the future, the name and number of Directors will be determined from time to time in accordance with the provisions of the By-laws of the corporation.
- 9.2 Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles and By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Owners when such approval is specifically required as provided in the Declaration.
- 9.3 Election and Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies filled in the manner prescribed in the By-Laws.
- 9.4 Initial Directors. The names of the members of the first Board who shall hold office until their successors are elected and have qualified, are as follows:
- 9.5

Mario Sujoy

Cristina Sujoy

Ivan Sujoy

**ARTICLE X**  
**BY-LAWS**

The By-laws of this Corporation shall be adopted by the first Board of Directors, and attached to the Declaration to be filed in the Public Records of the County in which the Property is located, which By-laws may be altered, amended or rescinded in the manner provided for in the By-laws.

**ARTICLE 10**  
**AMENDMENTS**

10.1 Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission in writing and shall be filed by the Board of Directors or by a majority of the members and delivered to the President, who shall thereupon call a special meeting of the ASSOCIATION, the notice of which shall be given in the manner provided by the By-laws. An affirmative vote of sixty-seven (67%) percent of all members of the ASSOCIATION shall be required for the requested alteration, amendment or rescission to be approved. Notwithstanding the foregoing provisions of this Article X, no amendment to these Articles shall abridge, amend or alter the rights of the Developer or may be adopted or become effective without the proper written consent of the Developer.

10.2 Any voting member may waive any or all of the requirements as to notice of the meeting or proposals for alteration, amendment or rescission of these Articles, either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

**ARTICLE X**  
**INDEMNIFICATION**

Every officer and every Director of the ASSOCIATION including those designated by the Developers, shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof, to which he may be made 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 adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement is being made for the best interests of the ASSOCIATION. 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.

ARTICLE XI  
TITLES

The titles to the Articles contained herein are for convenience purposes only and shall not be considered in the interpretation or the meaning of the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 9 day of Feb 2005.

Signed, sealed and delivered in the presence of:

[Signature]  
Signature

[Signature]  
Signature

[Signature]  
Signature

[Signature]  
Mario Sujoy

[Signature]  
Cristina Sujoy

[Signature]  
Ivan Sujoy

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mario Sujoy, Cristina Sujoy, and Ivan Sujoy, personally known to me as being the individuals who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

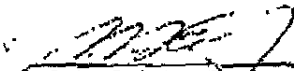
IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 9 day of January, 2005.

[Signature]  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

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

FIRST: THAT VICTORIA II HOMEOWNERS' ASSOCIATION, INC. DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 1901 HARRISON STREET, HOLLYWOOD, FL.  
33020, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
MARIO SUJOY

(Corporate Officer)  
TITLE: SUBSCRIBER

DATE: 2/9/05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
ACCEPT TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE  
OF MY DUTIES.

  
MARIO SUJOY, Registered Agent

DATE: 2/9/05

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