

N 000000007939

Florida Department of State
Division of Corporations
Public Access System
Katharine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000062072 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : TAYLOR WOODROW COMMUNITIES
Account Number : I20000000218
Phone : (941) 927-0999
Fax Number : (941) 925-6631

FLORIDA NON-PROFIT CORPORATION

VISCAYA AT MIRASOL PROPERTY OWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

B. McKnight DEC 01 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 30 AM 10:26

FAN: H00000062072 4

**ARTICLES OF INCORPORATION
OF
VISCAYA AT MIRASOL PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby executes and adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be VISCAYA AT MIRASOL PROPERTY OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Village Association"). Its principal office address shall be at 11400 Nursery Lane, Palm Beach Gardens, FL 33418, and its principal mailing address shall be at 7120 S. Beneva Road, Sarasota, Florida 34238, or at such other places as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Village Association is perpetual.

**ARTICLE III
PURPOSE**

The purpose for which the Village Association is organized is to further the interests of the Members, including without limitation maintenance of property owned by, dedicated to or agreed to be maintained by the Village Association, and the protection of the Lots; to exercise all the powers and privileges and to perform all of the duties and obligations of the Village Association as defined and set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for VISCAYA AT MIRASOL PROPERTY OWNERS ASSOCIATION, INC. at Mirasol (the "Declaration") to be recorded in the public records of Palm Beach County, Florida, including the establishment and enforcement of payment of Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Owners and their Lots. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

**ARTICLE IV
POWERS**

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

Section 1. Common Law and Statutory Powers.

The Village Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

THIS DOCUMENT WAS PREPARED BY
Marc I. Spencer, Esq.
Attn: Legal Department
7120 S. Beneva Road
Sarasota, Florida 34238
(941) 927-0999 (941) 925-6631 (Facsimile)
Florida Bar No.: 0508950

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 30 AM 10:26

FAN: H00000062072 4

FAN: H00000062072 4

Section 2. Necessary Powers.

The Village Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

The power to fix, levy and collect Assessments against the Lots, as provided for in the Declaration.

The power to expend monies collected for the purpose of paying the expenses of the Village Association.

The power to manage, control, operate, maintain, repair and improve the Common Areas.

The power to purchase supplies, materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Common Areas.

The power to insure and keep insured the Common Areas as provided in the Declaration.

The power to employ the personnel required for the operation and management of the Village Association and the Common Areas.

The power to pay utility bills for utilities serving the Common Areas.

The power to pay all taxes and assessments which are liens against the Common Areas.

The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

The power to control and regulate the use of the Properties.

The power to make reasonable rules and regulations and to amend the same from time to time.

The power to enforce by any legal means the provisions of these Articles, the By-Laws, the Declaration and the rules and regulations promulgated by the Village Association from time to time.

The power to borrow money and to select depositories for the Village Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

The power to appoint committees as the Board of Directors may deem appropriate.

The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the By-Laws or the rules and regulations.

The power to bring suit and to litigate on behalf of the Village Association and the Members.

FAN: H00000062072 4

The power to adopt, alter and amend or repeal the By-Laws of the Village Association as may be desirable or necessary for the proper management of the Village Association.

The power to provide any and all supplemental municipal services as may be necessary or proper.

The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties.

All funds and title to all properties acquired by the Village Association and the proceeds thereof shall be held in the name of the Village Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Village Association shall be distributed to the Members, directors, or officers of the Village Association. Nothing herein shall prohibit the Village Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Village Association.

Section 4. Limitations.

The powers of the Village Association shall be subject to and be exercised in accordance with the provisions of the Declaration, and subject to the terms and provisions of the Community Declaration and Master Declaration as said terms are defined in the Declaration.

ARTICLE V QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Village Association.

ARTICLE VI VOTING RIGHTS

The right to vote on Village Association matters shall be exercised by the Members as provided in the Declaration and By-Laws.

ARTICLE VII LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Village Association shall be liable for the debts of the Village Association.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors of the Village Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Village Association are:

FAN: H00000062072 4

<u>Name</u>	<u>Address</u>
Craig A. Perna	11400 Nursery Lane Palm Beach Gardens, FL 33418
Aaron Chorost	11400 Nursery Lane Palm Beach Gardens, FL 33418
Steven A. Bakan	7120 South Beneva Road Sarasota, FL 34238

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Village Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Village Association and will have the authority to control the affairs of the Village Association, as are more fully set forth in the Declaration and the By-Laws of the Village Association.

Section 3. The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Village Association.

ARTICLE IX BY-LAWS

The By-Laws of the Village Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

ARTICLE X CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Village Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

ARTICLE XI SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

John R. Peshkin	c/o Taylor Woodrow Communities 7120 South Beneva Road Sarasota, FL 34238
-----------------	--

FAN: H00000062072 4.

**ARTICLE XII
INDEMNIFICATION**

The Village Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Village Association may be entitled.

**ARTICLE XIII
OFFICERS**

The affairs of the Village Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

**ARTICLE XIV
AMENDMENT**

Until the Turnover Date (as defined in the Declaration), the Declarant (as defined in the Declaration), may amend these Articles of Incorporation in its sole and absolute discretion. After the Turnover Date, amendments to these Articles of Incorporation shall require the affirmative vote of Members casting sixty-seven percent (67%) of the total votes in the Village Association in favor of such amendment.

**ARTICLE XV
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be John R. Peshkin, and the street address of the registered office of the Village Association shall be c/o Taylor Woodrow Communities, 7120 South Beneva Road, Sarasota, Florida 34238.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of November, 2000.

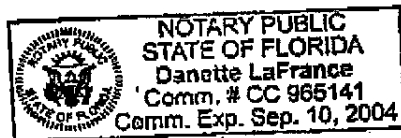

John R. Peshkin, Incorporator

FAN: H00000062072 4
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing Articles of Incorporation were acknowledged before me by John R. Peshkin, incorporator named therein. He is ☒ personally known to me or ☐ has produced a driver's license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my seal under the laws of the State of Florida, this 30th day of November, 2000.



Danette LaFrance
Notary Public
Print Name: _____
State of Florida Danette LaFrance
My Commission Expires: _____
(Seal)

FAN: H00000062072 4

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST—THAT VISCAYA AT MIRASOL PROPERTY OWNERS ASSOCIATION, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 11400 NURSERY LANE, PALM BEACH GARDENS, FLORIDA 33418.

SECOND—JOHN R. PESHKIN LOCATED AT c/o TAYLOR WOODROW COMMUNITIES, 7120
SOUTH BENEVA ROAD, SARASOTA, FLORIDA 34238, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE 
JOHN R. PESHKIN, INCORPORATOR

DATE 11/30/00

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

SIGNATURE 
JOHN R. PESHKIN, INCORPORATOR

DATE 11/30/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 30 AM 10:26

FAN: H00000062072 4