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**From:**

**Jill S. Reiter**

Account Name : DUANE MORRIS & HECKSCHER, LLP  
Account Number : I19990000059  
Phone : (305) 960-2220  
Fax Number : (305) 960-2201

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FLORIDA  
STATE DEPARTMENT OF  
DIVISION OF CORPORATIONS

**FLORIDA NON-PROFIT CORPORATION**

**BELLALAGO COMMUNITY ASSOCIATION, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
BELLALAGO COMMUNITY ASSOCIATION, INC.  
(A CORPORATION NOT FOR PROFIT)

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is BELLALAGO COMMUNITY ASSOCIATION, INC. ("Association").

2. Principal Office. The initial principal office of Association is at the offices of Avatar Properties Inc., which is located at 201 Alhambra Circle, Coral Gables, Florida 33134.

3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 201 Alhambra Circle, 12<sup>th</sup> Floor, Miami, Florida 33134. The name of the Registered Agent of Association is: Dennis J. Getman, Esq.

4. Definitions. A declaration entitled Bellalago Declaration (the "Declaration") will be recorded in the Public Records of Osceola County, Florida, and shall govern all of the operations of a community to be known as Bellalago. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of Association. Association is formed to:

5.1. Provide for ownership, operation, maintenance and preservation of the Community Property and improvements thereon.

5.2. Perform the duties delegated to it in the Declaration.

5.3. Administer the interests of Association and the Owners.

5.4. Promote the health, safety and welfare of the Owners.

6. Not for Profit. Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of Association. Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties allowed by law and/or which are reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1. To perform all the duties and obligations of Association set forth in the Declaration, these Articles and the By-Laws.

7.2. To enforce, by legal action or otherwise, the provisions of the Declaration, these Articles, and the By-Laws and the rules, regulations, covenants, restrictions and/or agreements governing or binding Association.

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7.3. To operate and maintain the portion of the Surface Water Management System, if any, contained within or affecting the Community Property as required by the Declaration.

7.4. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments payable pursuant to the terms of the Declaration, these Articles, and the By-Laws.

7.5. To pay all Association Expenses including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Community Property or other property of Association.

7.6. To acquire (by gift, purchase, or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Community Property) in connection with the functions of Association except as limited by the Declaration.

7.7. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.8. To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of, the Community Property to any public agency, entity, authority, utility, or other person or entity for such purposes and subject to such conditions as it determines subject only to requirements in the Declaration, if any.

7.9. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.10. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions, or agreements governing Association, Bellalago, the Community Property and Homes as provided in the Declaration and to effectuate all of the purposes for which Association is organized.

7.11. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

7.12. To employ personnel and retain independent contractors to contract for management of Association, Bellalago, the Community Property as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

7.13. To contract for services to be provided to, or for the benefit of, Association, Owners, the Community Property, and Bellalago as provided in the Declaration such as, but not limited to, Telecommunication Services, maintenance, garbage pick-up, and utility services. The foregoing rights shall not be deemed to impose any obligation on Association to provide such services. The Board shall not approve any contract with a contingency payment without the approval of the members.

7.14. To establish committees and delegate certain of its functions to those committees.

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7.15. To enter into agreements and/or contracts with the SFWMD under which Association shall perform certain maintenance, management and/or other agreed upon services for the SFWMD with respect to the Surface Water Management System.

8. Association Lawsuits. The Board shall have no duty to bring suit against any party and the Board is permitted to apply a rule of reasonableness when determining whether to bring suit against any party.

9. Voting Rights. Each Owner and Declarant shall be a Member of Association. Owners and Declarant shall have the voting rights set forth in the By-Laws.

10. Board of Directors. The affairs of Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be initially held on the date Declarant no longer has the ability to appoint Directors and thereafter at the Annual Members Meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the current members of the Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Dennis J. Getman	201 Alhambra Circle 12 <sup>th</sup> Floor Miami, Florida 33134
Charles McNairy	201 Alhambra Circle 12 <sup>th</sup> Floor Miami, Florida 33134
Juanita L. Kerrigan	201 Alhambra Circle 12th Floor Coral Gables, Florida

11. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any Owner may petition the Circuit Court having jurisdiction over Bellalago for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Community Property, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

12. Duration. Association shall have perpetual existence.

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13. Amendments.

13.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, as applicable, which may be withheld for any reason whatsoever. No amendment shall be effective until it is recorded in the Public Records.

13.2. Amendments Prior to the Turnover Date. Prior to the Turnover Date, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to the Turnover Date, Association must first obtain Declarant's prior written consent to any proposed amendment. After receiving the Declarant's consent to the proposed amendment, an amendment identical to that approved by Declarant may be adopted by Association pursuant to the requirements for amendments from and after the Turnover Date. After approval of the amendment by the Board, Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

13.3. Amendments After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of two-thirds (66 2/3%) of the Board and (ii) seventy-five percent (75%) of the votes present (in person and by proxy) at a duly called meeting of the Members in which there is a quorum. Notwithstanding the foregoing, these Articles may be amended after the Turnover Date by two-thirds (66 2/3 %) of the Board acting alone to change the number of directors on the Board. Such change shall not require the approval of the Members. Any change in the number of directors shall not take effect until the next Annual Members Meeting.

14. Limitations.

14.1. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

14.2. Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant.

14.3. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

15. Incorporator:

The name and address of the Incorporator of this corporation is:  
Patricia Kimball Fletcher, Esq.  
Patricia Kimball Fletcher, P.A.  
200 S. Biscayne Boulevard, Suite 3400  
Miami, Florida 33131

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16. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the current Officers who shall serve until their successors are elected by the Board are as follows:

President:	Dennis J. Getman
Vice President/Treasurer:	Charles McNairy
Secretary	Juanita I. Kerrigan

17. Indemnification of Officers and Directors. Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding 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.

18. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or Officers or Declarant or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

19. Severability. Invalidation of any of the provisions of these Articles by judgment or court order shall in no way affect any other provision, and the remainder of these Articles shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned executed this instrument on this 13<sup>th</sup> day of August, 2001.

Patricia K Fletcher  
PATRICIA KIMBALL FLETCHER

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ACKNOWLEDGEMENT

STATE OF FLORIDA       )  
                                   ) SS:  
 COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of August, 2001, by Patricia Kimball Fletcher. She is ✓ personally known to me or        presented her Florida driver's license as identification.



NOTARY PUBLIC, State of Florida

at Large

My commission Expires:



Ruth Nocimienta

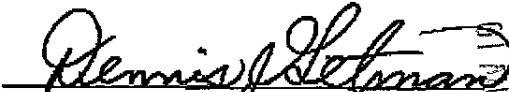
My Commission CC060872

Expires December 10, 2004

ACCEPTANCE BY REGISTERED AGENT

I, having been named to accept service of process for the above-stated corporation at the place designated in these Articles, hereby agree to act in this capacity, and I am familiar with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated 16<sup>th</sup> day of August 2001.

  
 Dennis J. Getman, Esq.

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