

DELOACH & PETERSON, P.A.  
ATTORNEYS AT LAW

J. BOYD DELOACH  
SID C. PETERSON II  
PHILIP B. PETERSON

JAMES R. PROVENCHER  
OF COUNSEL



July 25, 2002

418 CANAL STREET  
POST OFFICE BOX 428  
NEW SMYRNA BEACH, FL 32170  
(386) 428-2464  
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**ND2000005868**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 AUG - 1 PM 3:41

**FLORIDA DEPARTMENT OF STATE**  
Division of Corporations  
409 East Gaines St  
Tallahassee, Florida 32399

Re: San Remo Homeowners' Association, Inc.  
Our File No.

200006698362-6  
-07/26/02--01023--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,

  
SID C. PETERSON, JR.

SCP/cmr  
Enclosures

8-2  
Dj  
W2/194



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 26, 2002

SID C PETERSON, JR, ESQ  
PO BOX 428  
NEW SMYRNA BEACH, FL 32170

SUBJECT: SAN REMO HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: W02000021694

We have received your document for SAN REMO HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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) 245-6915.

Janice Love-Washington  
Document Specialist  
New Filing Section

Letter Number: 702A00045510

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**SAN REMO OF EDGEWATER HOMEOWNERS' ASSOCIATION, INC.  
(A Florida Not For Profit Corporation)**

Filed \_\_\_\_\_ - Secretary of State, Tallahassee, Florida

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certify as follows:

**ARTICLE I**

The name of this Corporation shall be: **SAN REMO OF EDGEWATER HOMEOWNERS' ASSOCIATION, INC.** Principal office and mailing address being 800 1<sup>st</sup> Avenue, New Smyrna Beach, Florida 32169.

**ARTICLE II**

The general purpose of this non-profit corporation is to be the "Homeowners' Association" (as defined in the Homeowners' Association's Act, Chapter 720, Florida Statutes), for the operation of the community subdivision known as **SAN REMO** to be located in Edgewater, Volusia County, Florida, and to operate and administer said community, the land comprising the community to the jurisdiction and control of the Association.

**ARTICLE III**

All persons who are owners of parcels within said community shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer an owner of a parcel. Membership in the corporation shall be limited to such community parcel owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Covenants, Conditions and Restrictions that shall be filed for said community among the Public Records of Volusia County, Florida.

**ARTICLE IV**

This Corporation shall have perpetual existence.

**ARTICLE V**

The name and residence address of the subscriber to these Articles of Incorporation is as follows:

**DOMINICK CAPUTO**  
800 1<sup>st</sup> Avenue  
New Smyrna Beach, Florida 32169

**ARTICLE VI**

**Section 1.** The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three nor more than the number specified in the By-laws. The Directors, shall be elected at the annual meeting of the membership, for a term of one year, or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies of the Board of Directors, shall be established by the By-laws.

**Section 2.** The principal officers of the corporation shall be: President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary, who shall each be elected from time to time in the manner set forth in the By-laws adopted by the Corporation.

**ARTICLE VII**

The names of the officers who are to serve until the election of officers, pursuant to the terms of the Declaration of Covenants, Conditions and Restrictions and By-laws, are as follows:

President	<b>DOMINICK CAPUTO</b> 800 1 <sup>st</sup> Avenue New Smyrna Beach, Florida 32169
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Secretary/Treasurer	<b>NANCY COLE-CAPUTO</b> 800 1 <sup>st</sup> Avenue New Smyrna Beach, Florida 32169
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**ARTICLE VIII**

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

<b>DOMINICK CAPUTO</b>	800 1 <sup>st</sup> Avenue New Smyrna Beach, Florida 32169
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***NANCY COLE-CAPUTO***

800 1<sup>st</sup> Avenue  
New Smyrna Beach, Florida 32169

***ALFRED A. MANCINI***

810 10<sup>th</sup> Street  
New Smyrna Beach, Florida 32169

### ***ARTICLE IX***

The By-laws of the Corporation shall initially be made and adopted by its first Board of Directors and attached to the Declaration of Covenants, Conditions & Restrictions to be filed in the Public Records of Volusia County, Florida. The By-laws may be altered, amended or rescinded at any duly called meeting of the members in the manner provided by the By-laws.

### ***ARTICLE X***

***Section 1.*** Proposals for the alteration, amendment or rescission of these Articles of Incorporation which do not conflict with the Homeowners Association Act, the Declaration of Covenants, Conditions & Restrictions, or applicable law may be made by a majority of the Board of Directors or a majority of the voting members of the Association. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, filed by the Board of Directors or a majority of voting members, and delivered to the President. The President shall thereupon call a Special Meeting of the Association not less than ten (10) days nor later than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the By-laws. An affirmative vote of two-thirds (2/3) of the Board of Directors, and an affirmative vote of two-thirds (2/3) of all voting members of the Association shall be required for the requested alteration, amendment or rescission.

### ***ARTICLE XI***

This Corporation shall have all of the powers set forth in Section 617.0302 Florida Statutes, all of the powers set forth in the Homeowners' Association Act of the State of Florida, and all powers granted to it by the Declaration of Covenants, Conditions & Restrictions and exhibits annexed thereto.

### ***ARTICLE XII***

There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

**ARTICLE XIII**

The street address of the initial registered office of this Corporation shall be 800 1<sup>st</sup> Avenue, New Smyrna Beach, Volusia County, Florida 32169, and the name of the initial registered agent of this Corporation at that address is **DOMINICK CAPUTO**.

**ARTICLE XIV**

One-half (1/2) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. The affirmative vote of a majority of the member represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by these Articles or the By-laws.

**ARTICLE XV**

The Association shall indemnify and hold harmless every director and every officer, their heirs, executors and administrators, to the fullest extent allowed by law including, without limitation, against all loss, costs and expenses (including reasonable attorneys fees) incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being or having been a director or officer of the corporation (except as to matters wherein they shall be finally adjudged in such action, suit or proceeding to be liable for, or guilty of, gross negligence or willful misconduct). The Corporation shall, to the extent it is available, obtain insurance covering all of its officers and directors against liability or loss in connection with the foregoing matters for which indemnification is appropriate and for such other matters as is allowed by law. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**IN WITNESS WHEREOF**, the undersigned as Incorporator has executed the foregoing Articles of Incorporation on this 19<sup>th</sup> day of August, 2002.



**DOMINICK CAPUTO, Incorporator**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

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COUNTY OF VOLUSIA

**BEFORE ME**, a Notary Public, personally appeared, **DOMINICK CAPUTO**, who is personally known to me or who has produced N/A as identification and who executed the foregoing Articles of Incorporation of **SAN REMO OF EDGEWATER HOMEOWNERS' ASSOCIATION, INC.**, a Florida Corporation, not-for-profit, for the purposes therein expressed.

**WITNESS MY HAND** and official seal at the State and County aforesaid, this 1<sup>st</sup> day of August, 2002.

Christiane M. Remington  
Christiane M. Remington  
(Notary - print name)  
Notary Public - State of Florida  
Commission No.:  
My Commission Expires:



Christiane M. Remington  
MY COMMISSION # DD017658 EXPIRES  
June 24, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE CHANGING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS 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 -- **SAN REMO OF EDGEWATER HOMEOWNERS' ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of New Smyrna Beach, County of Volusia, State of Florida, has named **DOMINICK CAPUTO**, 800 1<sup>st</sup> Avenue, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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

DOMINICK CAPUTO, as Registered Agent