

LAW OFFICE
STEVEN T. UTRECHT, P.A.

2295 CORPORATE BLVD., SUITE 211
BOCA RATON, FLORIDA 33431

(561) 995-1975
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Nb2000007869

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

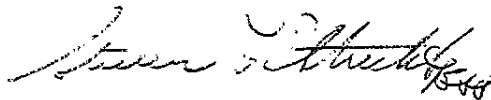
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*****70.00 *****70.00

RE: Villas de la Costa Condominium Association II
Not-For-Profit Corporation

Enclosed please find Articles of Incorporation of Villas de la Costa Condominium Association II along with our check in the amount of \$70.00 (\$61.25 to cover the filing fee for a not-for-profit corporation plus \$8.75 for a certified copy). A duplicate copy is provided. Please stamp and return to us in the envelope is provided for your convenience

Should you have any questions, please feel free to call.

Sincerely yours



Steven T. Utrecht

STU/bas

Enclosures

538 N.E. 48 St
Boca Raton 33431

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FILED
02 OCT 11 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1002-28396



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 1, 2002

STEVEN T. UTRECHT, P.A.
2295 CORPORATE BLVD.
SUITE 211
BOCA RATON, FL 33431-Y

SUBJECT: VILLAS DE LA COSTA CONDOMINIUM ASSOCIATION II
Ref. Number: W02000028396

We have received your document for VILLAS DE LA COSTA CONDOMINIUM ASSOCIATION II. However, the document has not been filed and is being returned for the following:

- ✓ The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.
- ✓ Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.
- ✓ The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

pg 12
pg 15

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 002A00055305

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
VILLAS DE LA COSTA CONDOMINIUM ASSOCIATION II, INC.
A Not-For-Profit Corporation

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

The name of this Corporation shall be:

VILLAS DE LA COSTA CONDOMINIUM ASSOCIATION II, INC. (the "Association").

ARTICLE II

The purposes and objects of the Association shall be to administer the operation and management of condominiums (the "Condominiums", to be established condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Palm Beach County, Florida, (The "Development Area") as described as:

Lots 8 through 19 and Lots 35 through 46, Block 20, VILLA RICA SUBDIVISION, as recorded in Plat Book 14, Page 73 through 82, of the Public Records of Palm Beach County, Florida.

And to perform the acts and duties incident to operation and management of the Condominiums in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and (the "Declarations"), which will be recorded in the Public Records of Palm Beach County, Florida, if, as and when the portions of the Development Area, and the improvements constructed thereon, are submitted to the condominium form of Ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Lands in the Condominiums, the improvements and such other property, real and /or personal, as may be or become part of the Condominiums (the "Condominium Properties") to the extent necessary or convenient in the administration of the Condominiums. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III

The Association shall have the following powers:

- A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.
- B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable Rules and Regulations governing use of the Units, Common Elements, and Limited Common Elements in and of the Condominiums, as such terms are defined in the Declarations.
2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominiums, as provided in the Declarations and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Properties, including Units, which may be necessary or convenient in the operation and management of the Condominiums and in accomplishing the purposes set forth in the Declarations.
3. Maintain, repair, replace, operate and manage the Condominium Properties, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Properties.
4. Contract for the management of the Condominiums and, in connection therewith, to delegate powers and duties of the Association to the extent and in the manner permitted by the Declarations, the By-Laws, and the Act.
5. Enforce the provisions of these Articles of Incorporation, the Declarations, the By-Laws, and

all Rules and Regulations governing use of the Condominiums which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

ARTICLE IV

The qualification of members, the manner of their admission to and termination of membership, and voting by members shall be as follows:

- A. The record Owners of all Units in the Condominiums shall be members of the Association, and no other persons or entities shall be entitled to membership.
- B. Membership shall be established by the acquisition of fee title to a Unit in the Condominiums, or by acquisition of a fee Ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee Ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee Ownership interest in two or more units at any time while such person or entity shall retain fee title to or

a fee Ownership interest in any Unit.

- C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the By-Laws.
- D. On all matters on which the membership shall be entitled to vote, whether at large or by class, there shall be one, and only one, vote for each Unit in the Condominiums, which vote may be exercised or cast by the Owner(s) of each Unit as will be provided for in the By-Laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) vote for each such Unit, in the manner provided by the By-Laws.

ARTICLE V

The Association shall have perpetual existence.

ARTICLE VI

The principal office of the Association shall be located in
538 N.E. 48th St, Boca Raton, Fl 33431
Florida, but the Association may maintain offices and transact

business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE VII

The affairs of the Association shall be managed by the President of the Association assisted by the Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominiums and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

ARTICLE VIII

The number of members on the first Board of Directors, who shall serve until the first annual meeting of the Association following the recordation of the first Declaration for one of the Condominiums, shall be three (3). The number of members of succeeding Boards of Directors shall be three (3), or as otherwise provided for from time to time by the By-Laws, and they shall be

elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. At least a majority of the members of all Boards of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association.

ARTICLE IX

The Board of Directors shall elect and may by majority vote separate or remove from office President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE X

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the first annual meeting of the Association after recordation

of the first Declaration of a Condominium in the Development Area, and thereafter until their successors are selected and have qualified, are as follows:

1. **William C. Curtis**
538 NE 48th Street
Boca Raton, FL 33431
2. **Johan F. Mangs**
540 NE 48th Street
Boca Raton, Florida 33431
3. **William P. Snow**
90 SW 11th Avenue
Boca Raton, FL 33486

ARTICLE XI

The Members to these Articles of Incorporation are the persons herein named to act and serve as members of the first Board of Directors of the Association. The names of the Members, and their respective addresses, are set forth in Article X hereof.

ARTICLE XII

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President - William C. Curtis
Vice President - Johan F. Mangs
Secretary - William P. Snow
Treasurer - William P. Snow

ARTICLE XIII

The original By-Laws of the Association shall be adopted by a majority vote of the Members to these Articles of Incorporation at a meeting at which a majority of the Members is present, and, thereafter, the By-Laws may be amended, altered or rescinded only by a majority of the votes entitled to be cast by members of the Association at a duly called and held meeting thereof,

ARTICLE XIV

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be 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 a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any

claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in 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 XV

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominiums, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably

detailed form, which notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of not less than fifty (50%) percent of the Members of the Association in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Palm Beach County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of Article IV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select

members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

ARTICLE XVI

STEVEN T. UTRECHT is hereby designated as the Registered Agent of the Association, and Suite 211 - One Executive Court, 2295 Corporate Boulevard Northwest, Boca Raton, Florida 33431 is hereby designated as the Registered Office of the Association.

IN WITNESS WHEREOF, the undersigned Subscribers have made and executed these Articles of Incorporation of VILLAS DE LA COSTA CONDOMINIUM ASSOCIATION II INC a not-for-profit corporation, for the uses and purposes aforesaid this 23rd day of September, 2002.

Witnesses as to all Signatures:

Barbara A. Schultz

STU the clerk

Camela Utrecht

William P. Snow

William P. Snow

William C. Curtis

William C. Curtis

Johan H. Mangs

Johan H. Mangs

STATE OF FLORIDA

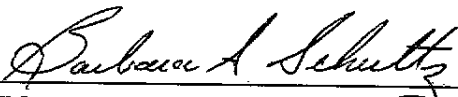
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared,

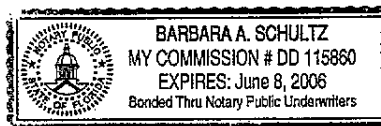
William C. Curtis, and William P. Snow,

to me well known or produced his/her driver's license as identification and known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of September, 2002.


Name: _____
Notary Public - State of Florida
Commission N^o.: _____

My Commission Expires:



STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared,

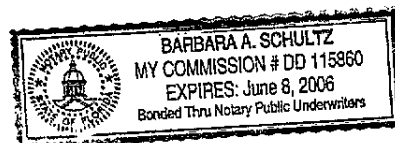
Johan F. Mangs,

to me well known or produced his/her driver's license as identification and known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of October, 2002.

Barbara A. Schultz
Name: _____
Notary Public - State of Florida
Commission N^o.: _____

My Commission Expires:



Certificate Accepting Duties of Registered Agent

Having been named to accept service of process for the afore
stated corporation, at the place designated in these Articles of
Incorporation, I hereby agree to act in this capacity and I further
agree to comply with the provisions of all Statutes relative to the
proper and complete performance of my duties.

By: STUtrecht
Steven T. Utrecht,
Registered Agent

Date: 10/4/02

FILED
02 OCT 11 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA