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CLERK OF STATE OF FLORIDA  
TALLAHASSEE, FLORIDA 32399-0001

08-17-04

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Villagio Neptune Homeowners  
Association, Inc.*

Signature \_\_\_\_\_

Requested by: *WC*

Name \_\_\_\_\_

Date *8/16*

Time *11:00*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 16, 2004

CAPITAL CONNECTION, INC.

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

SUBJECT: VILLAGIO NEPTUNE HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W04000031127

We have received your document for VILLAGIO NEPTUNE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

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) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 704A00050432

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

04 AUG 17 AM 11:28

RECEIVED

FILED  
04 AUG 16 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF THE  
VILLAGIO NEPTUNE HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the "Florida Not For Profit Corporation Act", the undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

**ARTICLE I  
NAME**

The name of the corporation is **VILLAGIO NEPTUNE HOMEOWNERS ASSOCIATION, INC.**, hereinafter called the "Corporation" or "Association", whose corporate mailing address is 1835 Derby Glen Drive, Orlando, Florida 32837. The Association is NOT a condominium association under Chapter 718, Florida Statutes.

**ARTICLE II  
DURATION**

The Association shall exist perpetually unless sooner dissolved as provided by law.

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Restrictions and Easements for (the "Declaration") executed by **AMEC BUILDERS, INC.** ("Declarant"), to be recorded among the Public Records of Osceola County, Florida, as the same may be amended from time to time, unless the context otherwise requires.

**ARTICLE IV  
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed with the Department of State of Florida.

**ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purpose for which it is formed is to provide for the maintenance, preservation and architectural control, to the extent set forth in the Declaration, of the Lots and Common Areas within that certain property referred to as **VILLAGIO NEPTUNE** and legally described in the Declaration ("the Property"), and any additional real property that may hereafter be brought under the provisions of the Declaration, and for this purpose to:

A. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association, as set forth in the Declaration, including, but not limited to, making and establishing rules and regulations (the "Rules and Regulations"), as are necessary or desirable to govern the use of the Property; and

B. Fix, establish, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, these Articles and the By-Laws of the Association; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, and governmental charges levied or imposed against the property of the Association; and

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, repair, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property, buildings, improvements, and fixtures, in connection with the affairs of the Association; and

D. Borrow money and with the assent of two-thirds (2/3) of Members of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the Association, as security for money borrowed or debts incurred by the Association, and to execute promissory notes and other loan documents related to any such borrowing; and

E. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors; and

F. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional real property to the Development pursuant to the terms and provisions of the Declaration; and

G. Have and exercise any and all powers, rights and privileges which a corporation organized under the not for profit corporation law of the State of Florida by law may now or hereinafter have or exercise, or which may be necessary or incidental to the powers so conferred; and

H. Grant easements on, under or through, the Common Areas or any portion thereof subject to the terms and provisions of the Declaration, and grant waivers or variances for encroachments into set-back lines or requirements and other matters, for good cause shown, in the discretion of the Board; and

I. Promulgate and enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate the purposes for which the Association is organized; and

J. Contract for the management of the Association and delegate in such contract all or any part of the powers and duties of the Association, and contract for services to be provided to Owners such as, but not limited to, utilities services; and

K. Purchase insurance upon the Project or any part thereof and insurance for protection of the Association, its officers, directors, employees and Owners subject to the terms and provisions of the Declaration; and

L. Employ personnel to perform the services required for the proper operation of the Association.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

## **ARTICLE VI**

### **MEMBERSHIP AND VOTING**

#### **A. Membership**

1. The Association shall issue no shares of stock of any kind or nature. Every person or entity, including the Declarant, who is or becomes a record Owner of a fee or undivided fee interest in any Lot shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest in land merely as security for the performance of an obligation unless and until such holder of a security interest acquires title pursuant to foreclosure or judicial proceeding or deed-in-lieu of foreclosure. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association under the Declaration. Memberships shall be subject to the Declaration, and shall be restricted to the categories provided for therein and no other Members shall be admitted. Each Owner of a Lot within the Development shall become a Member of the Association upon title to the Lot being conveyed by deed to such Owner and upon the recording of said deed among the Public Records, or upon a transfer of title by operation of law. Transfer of membership shall be established by recording among the Public Records of a warranty deed or other instrument establishing record ownership of a Lot. The Owner or Owners designated by such instruments as grantees shall thereby become a Member or Members of the Association, and the membership of the prior Owner or Owners shall thereupon be terminated.

2. The interest of any Member in any part of the funds or assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner by a Member except as an appurtenance to the Lot owned by such Member. The Directors of the Association may, after affording the Member an opportunity to be heard, suspend any person from voting and the use of all or a portion of the facilities of the Association (except ingress and egress to such Member's Lot) during any period of time when there exists a violation by such Member of any provisions of the Declaration (including, but not limited to, the

failure to make any payment of assessments, or otherwise, to the Association, when such payments are due and payable).

B. **Voting.** All votes shall be cast by the designated Members in accordance with the Declaration and the By-Laws of the Association, as the same may be amended from time to time.

## **ARTICLE VII** **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office is 533 Versailles Drive, Suite 100, Maitland, Florida 32751, and the name of the initial registered agent at such address is Randall C. Smith, Esquire.

## **ARTICLE VIII** **DIRECTORS**

A. **Numbers and qualifications.** The affairs of this Association shall be managed by a board of not less than three (3) nor more than nine (9) directors (the "Board"), who need not be Members of the Association. The first Board shall be comprised of three (3) persons. The number of Directors within the limits of not less than three (3) nor more than nine (9), may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection or election of their successors are:

Ana S. Freire  
1835 Derby Glen Drive  
Orlando, Florida 32837

Jose R. Nobrega  
1835 Derby Glen Drive  
Orlando, Florida 32837

Ana C. Freire  
1835 Derby Glen Drive  
Orlando, Florida 32837

Ana Siria Freire  
1835 Derby Glen Drive  
Orlando, Florida 32837

B. **Duties and Powers.** All of the duties and powers of the Association existing under the Declaration, these Articles and the By-Laws of the Association shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

C. **Election Removal.** Directors of the Association shall be elected at the Annual Meeting of Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies of the Board shall be filled in the manner provided for in the By-Laws.

D. **Term of Initial Directors.** The Declarant shall appoint the members of the first Board and their replacements, for so long as Declarant is entitled to exercise all voting rights as

set forth in the Declaration, unless such control is sooner relinquished by the Declarant, in its sole discretion, who shall hold office for the period described by the By-Laws.

## **ARTICLE IX**

### **OFFICERS AND TERMS**

A. The affairs of the Association are to be managed by the following officers: President; one or more Vice Presidents; a Secretary; a Treasurer; and any assistants to such officers as the Board may deem appropriate from time to time.

B. Officers shall be elected for one year terms at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the Members of the Board, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof or by unanimous consent of the Board in the absence of a meeting.

C. The names of the officers who are to serve in the office indicated until the first election or appointment of their successors are:

Ana S. Freire, President  
1835 Derby Glen Drive  
Orlando, Florida 32837

Jose R. Nobrega, Secretary  
1835 Derby Glen Drive  
Orlando, Florida 32837

Ana Siria Freire, Treasurer  
1835 Derby Glen Drive  
Orlando, Florida 32837

## **ARTICLE X**

### **NAME AND ADDRESSES OF SUBSCRIBER**

The name and address of the sole subscriber to these Articles is

## **ARTICLE XI**

### **AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to these Articles shall be made in the following manner:

A. **Proposal.** In accordance with F.S. § 617.1002, the Board of Directors of the Association shall, by majority vote, approve a proposed amendment and direct that it be submitted to a vote of Members. The text of the proposed amendment or a summary thereof shall be included in the notice of any meeting at which the proposed amendment is to be considered, such notice to be furnished to all Members entitled to vote.



B. **Adoption.** The resolution of adoption of a proposed amendment shall be approved by not less than two-thirds (2/3) of the Members of the Association entitled to vote.

C. **Limitation.** No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members. No amendment shall be made in any way affect the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate of the Declarant, unless the Declarant shall join in the execution and amendment. No amendment to this Paragraph C, of Article XI shall be effective without the joinder or written consent of the Declarant, as long as the Declarant owns any real property encumbered by the Declaration.

D. **Declarant Amendment.** Notwithstanding anything to the contrary contained herein, the Declarant may unilaterally amend these Articles, without the consent of other Members or Mortgagees, in the same manner and for such term as the Declarant may unilaterally amend the Declaration.

E. **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded among the Public Records.

## **ARTICLE XII**

### **BYLAWS**

The first bylaws of the Association shall be adopted by the Board and may be altered, amended, or rescinded in the manner provided in the Bylaws and the Declaration.

## **ARTICLE XIII**

### **ASSESSMENTS**

The Board shall have the power of levy and assessment upon the fee simple interests in Lots and other real property included within the Property. All unpaid assessments thus levied by the Board shall be and remain a lien upon and against said Lots and property until paid, provided such liens shall not be effective against any person, firm, corporation or other entity contracting, purchasing, extending credit upon, or otherwise dealing with the Lot or other property, unless and until notice of such lien is recorded among the Public Records. The cost of recording and of enforcement, including reasonable attorney's fees, shall be added to the lien. Notwithstanding the foregoing, said lien shall be subordinate to the lien of an Institutional First Mortgagee, as defined in the Declaration, provided that the lien of such Institutional First Mortgagee is recorded among the Public Records of the County in which the Property is situate prior to the recording of a claim of lien by the Association.

## **ARTICLE XIV**

### **INDEMNIFICATION**

A. **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including reasonable attorney's fees at all judicial levels), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, unless: (a) a court of competent jurisdiction finally determines that such person did not act in good faith, or did not act in a manner he or she reasonably believed to be in the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe this conduct was unlawful.

B. **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith. Any costs or expenses incurred by the Association in implementing any of the provisions of this Article shall be fully assessable against Owners as Common Expenses of the Association.

C. **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of any undertaking in the amount of reasonably anticipated costs and expenses by or on behalf of the affected director, officer, employee or agent to repay such amount in the event it shall ultimately be determined that he or she is not entitled to indemnification by the Association as authorized in this Article.

D. **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such person.

E. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

**ARTICLE XV  
DISSOLUTION**

The Association may be dissolved by a unanimous vote of Members at any regular or special meeting provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that so long as the Declarant owns at least one (1) Lot in the Development, the Declarant's written consent to the dissolution of the Association must first be obtained.

**IN WITNESS WHEREOF**, the undersigned, constituting the Incorporator of this Association has executed these Articles of Incorporation, for the purpose of forming this Corporation under the laws of the State of Florida, this 9<sup>th</sup> day of August, 2004.

WITNESSES: Cynthia Furado

Cynthia Furado  
Printed Name:

Randall C. Smith  
Printed Name: Randall C. Smith

By: [Signature]  
Ana S. Freire, Incorporator

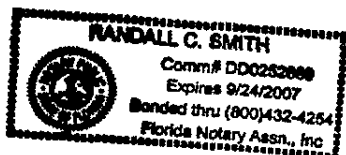
The incorporator is Ana S. Freire,  
1835 Derby Glen Drive, Orlando, FL.  
32837

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of August, 2004, by Ana S. Freire, incorporator, who is personally known to me or who has produced his or her Florida driver's license as identification.

[Signature]  
Notary Public

[SEAL]



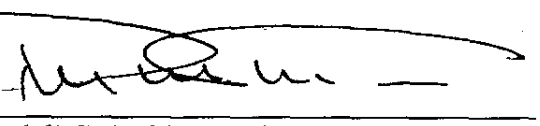
**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT AND REGISTERED OFFICE**

FILED  
04 AUG 16 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, as amended, the corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida, as follows:

1. The name of the Corporation is: **VILLAGIO NEPTUNE HOMEOWNERS ASSOCIATION, INC.**
2. The name and address of the registered agent and registered office of the Corporation for service of process within the State of Florida are: Randall C. Smith, Esquire, 533 Versailles Drive, Suite 100, Maitland, Florida 32751

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By:   
Randall C. Smith, Esquire