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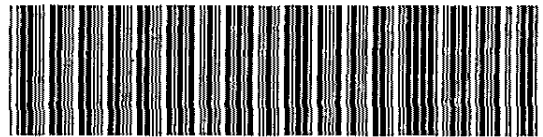
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The Law Offices of
JAMES N. BROWN, P.A.

1110 North Olive Ave., West Palm Beach, FL 33401, (561) 838-9595, Ext. 19, Fax: (561) 838-5657
E-mail: 1brown@bellsouth.net

November 16, 2004

Via DHL Overnight Delivery

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Venetian Village Property Owners Association, Inc.

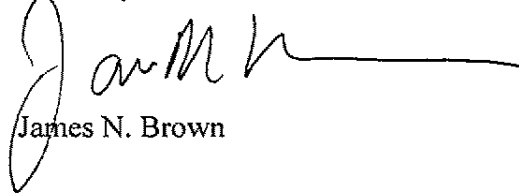
Dear Sir or Madam:

Enclosed please find our firm check no. 1183 in the amount of 78.75, payable to the Department of State, which represents payment for the filing of the above referenced Articles, Designation of Registered Agent, as well as obtain a certified copy of the same.

Naturally, if you have any questions or if I can be of further assistance with respect to this matter, please do not hesitate to contact our office.

Thank you in advance for your assistance with this matter.

Sincerely,



James N. Brown

JNB:dn
Enclosures

ARTICLES OF INCORPORATION
OF
VENETIAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1

NAME

The name of the corporation will be VENETIAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Association will be:

VENETIAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC.
100 Albany Ave., Suite 300
Stuart, FL 34994

ARTICLE 3

PURPOSES AND POWERS

The objects and purposes of the Association are those expressed in the Declaration of Covenants, Easements and Restrictions for VENETIAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC., recorded (or to be recorded) in the Public Records of Martin County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration").

Capitalized terms not defined in these Articles have the meanings given to them in the Declaration.

The Association will have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration. Which powers shall include, but are not limited to the following. The power to:

1. own or convey property;

2. operate and maintain common property, including the surface water management system permitted in South Florida Water Management District Permit Number _____;
3. establish rules and regulations;
4. assess members and enforce assessments;
5. sue and be sued; and
6. to contract for services.

The Association will also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership, including, without limitation, to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

ARTICLE 4

CORPORATE EXISTENCE AND DISSOLUTION

The existence of the Association will commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association will exist in perpetuity. If the Association is dissolved, the surface water management system, property containing the surface water management system and water management portions of the common areas shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system, property containing the surface water management system and water management portions of common areas shall be dedicated to a similar non-profit corporation.

ARTICLE 5

MEMBERS

Section 1. Membership. The Developer, all homeowners, lot owners, property owners, unit owners and golf course(s), if any, and every person or entity who is a record Owner of a fee or undivided fee simple interest in any Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership, Class A Members and the Class B Member, which is the Developer, as more particularly described in the Declaration.

Section 3. General Matters. When reference regarding voting is made herein, or in the Declaration, Bylaws, Rules and Regulations, management contracts or otherwise, to a majority

or specific percentage of the Members, such reference will be deemed to be a reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE 6

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which will consist of not less than three (3) persons, but as many persons as may be determined from time to time as provided in the Bylaws. All of the duties and powers of the Association existing under Chapter 720 of the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by the Members only when specifically required.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who will hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Robert F. Berthiaume	Venetian Village Property Owners Association, Inc. 100 Albany Ave., Suite 300 Stuart, FL 34994
Pasquale G. Zarro	Venetian Village Property Owners Association, Inc. 100 Albany Ave., Suite 300 Stuart, FL 34994
Alan Tarpel	Venetian Village Property Owners Association, Inc. 100 Albany Ave., Suite 300 Stuart, FL 34994

ARTICLE 7

OFFICERS

The Officers of the Association shall be a President, Secretary, and Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The Officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Robert F. Berthiaume	Venetian Village Property Owners Association, Inc. 100 Albany Ave., Suite 300
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Stuart, FL 34994

Secretary: Pasquale G. Zarro

Venetian Village Property Owners Association, Inc.
100 Albany Ave., Suite 300
Stuart, FL 34994

Treasurer: Alan Tarpel

Venetian Village Property Owners Association, Inc.
100 Albany Ave., Suite 300
Stuart, FL 34994

ARTICLE 8

AMENDMENTS

Section 1. Prior to the Turnover Date, the Developer's appointed Board of Directors alone will have the power in its sole and absolute discretion to amend these Articles. On and after the Turnover Date, amendments to these Articles of Incorporation will require the affirmative vote of Members casting at least sixty-seven percent (67%) of the total votes of the Members.

Notwithstanding the foregoing, until the Developer has sold, transferred or conveyed at least ninety percent (90%) of the total number of Lots within the Community, any amendment to these Articles of Incorporation will require the consent of the Developer. No amendment may remove, revoke or modify any right or privilege of the Developer without the written consent of the Developer or the assignee of such right or privilege.

ARTICLE 9

INCORPORATOR

The name and address of the incorporator of this corporation are:

James Brown

James N. Brown, P.A.
1110 North Olive Ave.
West Palm Beach, FL 33401

ARTICLE 10

INDEMNIFICATION

Section 1. The Association will 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/she is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys'

fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or that he/she acted in a manner he/she believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he/she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

Section 2. 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 Section 1 above or in defense of any claim, issue or matter therein, he/she will be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him/her in connection therewith.

Section 3. The indemnification provided by this Article will 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, both as to action in his/her official capacity while holding such office or otherwise, and will continue as to a person who has ceased to be director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association will 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. Such insurance will cover any liability asserted against him/her which is enumerated in the policy and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE 11

DESIGNATION OF REGISTERED AGENT

Until changed, John A. Greene, will be the registered agent of the Association and the registered office will be at:

Venetian Village Property Owners Association, Inc.
100 Albany Ave., Suite 300
Stuart, FL 34994

ARTICLE 12

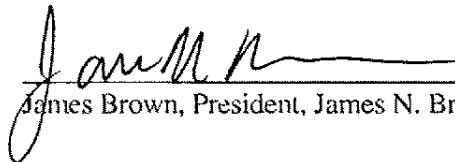
MISCELLANEOUS

Section 1. In the event of any conflict between these Articles of Incorporation and the Bylaws, these Articles will control, and in the event of any conflict between these Articles of Incorporation and the Declaration, the Declaration will control.

Section 2. The Association is not organized for profit, and no part of the net earnings, if any, will inure to the benefit of any Member, person or entity.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 16
day of ~~October~~, 2004.

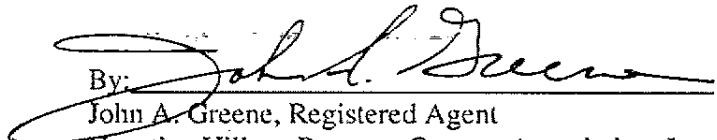
November


James Brown, President, James N. Brown, P.A.

ACCEPTANCE
OF
REGISTERED AGENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for Venetian Village Property Owners Association, Inc., at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
John A. Greene, Registered Agent
Venetian Village Property Owners Association, Inc.