

Division of Corporations

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION**Toscana at Tuscany Reserve Master Condominium Associ**

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**ARTICLES OF INCORPORATION
OF
TOSCANA AT TUSCANY RESERVE MASTER CONDOMINIUM ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a Master Condominium Association not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I: NAME AND LOCATION

The name of this Master Condominium Association shall be **TOSCANA AT TUSCANY RESERVE MASTER CONDOMINIUM ASSOCIATION, INC.** (hereinafter referred to as the "Master Condominium Association"), and its initial office for the transaction of its affairs shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134, and the initial Registered Agent is Vivien N. Hastings.

ARTICLE II. PURPOSE AND POWERS

The Master Condominium Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Master Condominium Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Master Condominium Association in furtherance of one or more of its purposes. The general purpose of this Master Condominium Association is to promote the common interests of the various and several condominium unit owners in the series of condominium developments known as Toscana at Tuscany Reserve (hereinafter referred to as the "Condominiums"), and the specific purpose is to perform the functions of the Master Condominium Association contemplated in the Master Declaration of Covenants, Conditions and Restrictions for Toscana at Tuscany Reserve as recorded in the public records of Collier County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include, but shall not be limited to, the power and duty to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Condominium Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges and Assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Condominium Association;
- (g) Manage, maintain, operate, repair, replace and/or reconstruct the Common Property as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Property;
- (h) Contract for the management and maintenance of the Common Property and to authorize a management agent to assist the Master Condominium Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules, and

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maintenance, repair and the replacement of the Common Property with funds as shall be made available by the Master Condominium Association for such purposes. The Master Condominium Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration and the Florida Condominium Act (to the extent applicable to the Master Condominium Association), including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Master Condominium Association.

(i) Perform all duties and obligations required of the Master Condominium Association under the Declaration; and

(j) Have and exercise any and all other powers, rights and privileges of a not-for-profit Master Condominium Association organized under the law of the State of Florida.

Unless otherwise defined herein or the context expressly requires otherwise herein, the terms used herein shall have the meanings set forth in the Declaration.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. **Eligibility.** Every person, whether an individual, Master Condominium Association or other entity, who is the record Unit Owner that is subject to the Declaration shall be a Member of the Master Condominium Association upon the recording of the instrument of conveyance. If title to a Unit is held by more than one person, each such person shall be a Member. The Owner of more than one Unit is entitled to membership for each Unit owned. No person other than an Owner may be a Member of the Master Condominium Association, and a membership in the Master Condominium Association may not be transferred except by the transfer of title to a Unit; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

If more than one person owns a fee interest in any Unit, all such persons are Members, but there may be only one vote cast with respect to such Unit. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Master Condominium Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Unit is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Unit unless and until the Master Condominium Association is notified otherwise in writing by such co-tenants by the entireties.

B. **Voting.** The Master Condominium Association shall not have classes of membership. One vote is allocated to a Unit regardless of the number of Owners of such Unit, and the vote of a Unit is not divisible. There shall be no cumulative voting for directors or any other matters.

C. **Transferability.** Each membership is appurtenant to the Unit upon which it is based and is transferred automatically by conveyance of title to that Unit whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Master Condominium Association shall have perpetual existence. In the event the Master Condominium Association is dissolved, the Master Condominium Association shall ensure that the maintenance of the surface water management system is delegated, transferred or assigned to a similar not-for-profit Master Condominium Association.

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ARTICLE V: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

NAME

Robert S. Freedman

ADDRESS

Carlton Fields, P.A.
4221 W. Boy Scout Boulevard
Tampa, Florida 33607

ARTICLE VI: INITIAL OFFICERS

The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Master Condominium Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Master Condominium Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be directors. Officers and directors must be Members of the Master Condominium Association except with respect to those who are elected by the Developer. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Master Condominium Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Master Condominium Association.

The officers of the Master Condominium Association shall be elected for a term of 1 year, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Master Condominium Association. The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

President
Vice President
Secretary-Treasurer

Robert Gislason
Matt Hermanson
Sylvia Keith

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The affairs of the Master Condominium Association shall be managed by a Board of Directors composed of not less than 3 directors. Until control of the Master Condominium Association is transferred to unit owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Association.

The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

Robert Gislason

24301 Walden Center Drive
Bonita Springs, Florida 34134

Matt Hermanson

24301 Walden Center Drive
Bonita Springs, Florida 34134

Sylvia Keith

2020 Clubhouse Drive
Sun City Center, Florida 33573

Notwithstanding anything in these Articles of Incorporation, or the By-Laws to the contrary, the Developer shall be entitled to elect or designate from time to time all or a part of the directors that will

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manage the affairs of the Master Condominium Association until such time as the Developer is no longer entitled to elect or designate directors or a director pursuant to the Condominium Act in effect on the date of the creation of the Master Condominium Association. The Developer shall be entitled to elect or designate all of the directors of the Master Condominium Association as long as members other than the Developer own less than 15% of the Units that will be operated ultimately by the Master Condominium Association. Unit Owners other than the Developer, at such time as such Unit Owners own 15% or more of the Units in the Condominium, are entitled to elect not less than one-third of the members of the Board of Directors. Unit Owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors (a) 3 years after 50% of the Units in the Condominium have been conveyed to purchasers; (b) 3 months after 90% of the Units in the Condominium have been conveyed to purchasers; (c) when all the Units that will be operated ultimately by the Master Condominium Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; (d) when some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or (e) 7 years after recordation of the Declaration. After such time that the members other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors, the Developer shall be entitled to elect at least one member of the Board of Directors (unless such right is waived in writing by the Developer in its discretion) as long as the Developer holds for sale in the ordinary course of business at least 5% of the Units.

ARTICLE VIII: BY-LAWS

The initial By-Laws of the Master Condominium Association shall be attached as an exhibit to the Declaration and shall be adopted by the first Board of Directors.

ARTICLE IX: AMENDMENTS

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

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the total voting interests in the Master Condominium Association.

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, no amendment which will affect any aspect of the surface water management system located on the Common Property shall be effective without the prior written approval of the South Florida Water Management District.

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ARTICLE X: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 807.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Master Condominium Association is:

Vivien N. Hastings
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

The above address is also the address of the registered office of the Master Condominium Association.

ARTICLE XI. INDEMNIFICATION

The Master Condominium Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Master Condominium Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings 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.


Robert S. Freedman, Incorporator

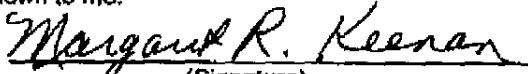
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of April, 2005, by ROBERT S. FREEDMAN, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)





(Signature)
Name _____
(Legibly Printed)
Notary Public, State of Florida

(Commission Number, if any)

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Toscana at Tuscany Reserve Master Condominium Association, Inc., 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 his duties and is familiar with and accepts the obligations of his position as registered agent.



Vivien N. Hastings