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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 20, 2005

CORNETT, GOUGE & ASSOCIATES, P.A.  
POST OFFICE BOX 66  
STUART, FL 34995-0066

SUBJECT: VILLA DAVIDA CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: W05000043557

We have received your document for VILLA DAVIDA CONDOMINIUM 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 the corporation's principal office and/or a mailing address in the document.

Effective dates must be listed in your articles not on the cover sheet.

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) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

Letter Number: 505A00057604

**CORNETT, GOOGE & ASSOCIATES, P.A.**

JANE L. CORNETT  
HOWARD E. GOOGE\*  
ROBERT G. RYDZEWSKI JR.  
DANIEL G. TADROWSKI  
SARAH NALL WORSHAM\*

401 EAST OSCEOLA ST.  
FIRST FLOOR

RIVER OAK CENTER  
STUART, FLORIDA 34994

CHARLES W. SINGER  
OF COUNSEL

MAILING ADDRESS:  
POST OFFICE BOX 66  
STUART, FL 34995-0066

LYNN D. SCHWARTZ, CLA

(772) 286-2990  
FAX (772) 286-2996

\*CERTIFIED CIVIL MEDIATOR

September 22, 2005

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

**VIA FEDERAL EXPRESS**

RE: Villa Davida Condominium Association, Inc.

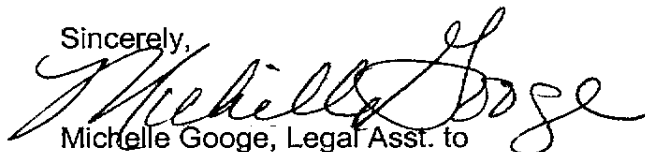
Dear Madam or Sir:

Pursuant to your letter of September 20, 2005 (copy enclosed), enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for Villa Davida Condominium Association, Inc.

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be September 22, 2005.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,



Michelle Googe, Legal Asst. to  
HOWARD E. GOOGE, JR., ESQ.

/mg

Enclosures

RECORD AND RETURN TO:  
Howard E. Googe, Jr., Esq.  
CORNETT, GOOGE & ASSOCIATES, PA  
401 E. Osceola Street  
Stuart, Florida 34994

**FILED**  
05 SEP 23 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

=====THIS SPACE FOR RECORDER'S USE=====

**ARTICLES OF INCORPORATION  
FOR  
VILLA DAVIDA CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporators, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE 1**

**NAME AND PRINCIPAL OFFICE/MAILING ADDRESS**

The name of the corporation shall be VILLA DAVIDA CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Corporation as the "Articles", and the By-Laws of the Association as the "By-Laws". The principal office and mailing address is: 27 Denrock Lane, Suite 205, Jupiter, FL 33458.

**ARTICLE 2**

**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located in Palm Beach County, Florida, and known as VILLA DAVIDA, a CONDOMINIUM (the "Condominium").

**ARTICLE 3**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Palm Beach County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

## **ARTICLE 4**

### **POWERS**

The powers of the Association shall include all powers and duties necessary to properly operate and maintain the condominium as more fully set out in the By-laws.

## **ARTICLE 5**

### **MEMBERS**

- 5.1 **Membership.** The members of the Association shall consist of all of the record title owners of Units in the Condominium, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.
- 5.2 **Assignment.** The share 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 for which that share is held.
- 5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning two (2) or more Units shall be entitled to one vote for each Unit owned.

## **ARTICLE 6**

### **EFFECTIVE DATE AND TERM OF EXISTENCE**

The Effective Date of this corporation shall be September 22, 2005 and the Association shall have perpetual existence.

## **ARTICLE 7**

### **DIRECTORS**

- 8.1 **Number and Qualification.** The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of directors constituting the initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the By-laws of the Association, but in no event shall there be less than three (3) directors. Members of the Initial Board of Directors may not be members of the Association. Each of the members of all succeeding Boards shall be members of the Association or shall be authorized representatives officers, or employees of a corporation or other entity member of the Association, except for those directors appointed by the Developer.
- 8.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

- 8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws and Florida law.
- 8.4 Term of Initial Directors. The Developer shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-laws.
- 8.5 Initial Directors. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office as provided in the By-laws are as follows:

Eugene F. Francavilla  
27 Dennoek Lane, Suite 205  
Jupiter, FL 33458

## **ARTICLE 8**

### **OFFICERS**

The affairs of the Condominium Association shall be managed by a President, Vice President, Secretary, Treasurer and any such other officers as may be authorized by the Board of Directors. Said officers shall be elected annually by the Board of Directors as provided in the By-laws and no officer need be a member. The names of the officers of the Condominium Association who shall serve until such time as they resign, are removed or their successors are elected shall be:

Eugene F. Francavilla  
Mark David  
Garnett Williams

President  
Vice President/Secretary  
Treasurer

## **ARTICLE 9**

### **INDEMNIFICATION**

- 9.1 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 is or was a director, committee member, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), 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 determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably 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 had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines 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 shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably 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 had reasonable cause to believe that his conduct was unlawful.

- 9.2 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 Section 9.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 9.3 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 receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 9.
- 9.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of my other rights to which those seeking indemnification may be entitled under any by-law, 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 representatives of such person.
- 9.5 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 against such liability under the provisions of this Article.

## **ARTICLE 10**

### **BY-LAWS**

The By-Laws of the Association have been adopted by the Members and may be altered, amended or rescinded in the manner provided in the By-Laws.

## **ARTICLE 11**

### **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

- 11.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the

meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. Approval of proposed amendments must be by not less than 66 2/3% of the votes of the members of the Association represented at the meeting at which a quorum has been attained.

- 11.3 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 in the public records of Palm Beach County, Florida.

## ARTICLE 12

### INCORPORATOR

The name and address of the incorporator of the Association is:

Eugene F. Francavilla  
27 Denneck Lane, Suite 205  
Jupiter, Florida 33458

## ARTICLE 13

### REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 401 E. Osceola Street, Stuart, Florida 34994 and the name of the initial registered agent of this corporation at that address is Howard E. Googe, Jr.

IN WITNESS WHEREOF, EUGENE F. FRANCAVILLA, has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 7 day of September, 2005.

WITNESSES:

Rynn D. Schwartz  
Printed Name #1: Rynn D. Schwartz Eugene F. Francavilla  
Michelle Googe  
Printed Name #2: Michelle Googe

STATE OF FLORIDA  
COUNTY OF Martin

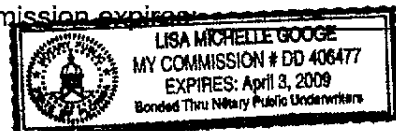
The foregoing instrument was acknowledged before me on the 7 day of September, 2005, by EUGENE F. FRANCAVILLA, [ X ] who is personally known to me, or [ ] who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal

Lisa Michelle Googe  
Notary Public

Printed Name: Lisa Michelle Googe

My commission expires \_\_\_\_\_





**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT FOR SERVICE OF PROCESS**

**for**

**VILLA DAVIDA CONDOMINIUM ASSOCIATION, INC.**

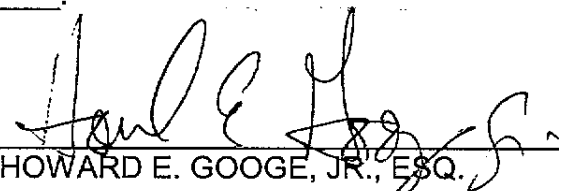
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That VILLA DAVIDA CONDOMINIUM 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 Stuart, County of Martin, State of Florida, has appointed Howard E. Googe, Jr., Esquire, 401 East Osceola Street, Stuart, Florida 34994, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the 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.

DATED 9/22/05

  
HOWARD E. GOOGE, JR., ESQ.

**FILED**

**05 SEP 23 PM 3:24**

**CLERK OF STATE  
TALLAHASSEE, FLORIDA**