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FLORIDA NON-PROFIT CORPORATION

Villa Del Mar Commons Association, Inc.

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ARTICLES OF INCORPORATION

VILLA DEL MAR COMMONS ASSOCIATION, INC.

(A Florida corporation not for Profit)

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation are created by the undersigned for the purposes set forth below.

ARTICLE I - NAME AND REGISTERED OFFICE OF THE CORPORATION

The name of this corporation, hereinafter called the "Association", shall be VILLA DEL MAR COMMONS ASSOCIATION, INC. Its address shall be 3909 Villa del Mar Circle, Cape Coral, Florida 33903. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

SECTION 1: PURPOSE. The purpose for which this Association is organized is to act as a governing Association for the ownership, maintenance and operation of certain real property common areas, any improvements constructed thereon and recreational facilities serving VILLA DEL MAR COMPLEX, located in Lee County, Florida. VILLA DEL MAR COMPLEX consists of the land described in Exhibit "A" to the Declaration of Covenants for Villa Del Mar Commons (the "Declaration").

SECTION 2: POWERS. The Association shall have all of the rights, powers, duties and functions of a not for profit corporation, now or hereafter in effect, and as set forth in these Articles, and all powers and duties reasonably necessary to administer, govern, and maintain the Commons Association pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

- (a) To make and collect assessments against members of the Association for the operation and maintenance of the Commons Association and of all other properties the Association shall hold, by whatever means.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate all Commons Association property, including without limitation, the swimming pool, clubhouse, parking areas and landscaping.
- (d) To purchase insurance upon Commons Association property and all properties the Association shall hold and insurance for the protection of the Association and its members.
- (e) To improve the Commons Association property further and, after casualty, to reconstruct improvements.
- (f) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association and the rules and regulations for the use of the property of the Association.
- (g) To contract for the maintenance, repair, replacement and operation of any and all of the Commons Association properties and to delegate to a manager all powers and duties of this Association.

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(h) To purchase, lease, receive by gift, or otherwise acquire real and personal property, whether or not contiguous to the lands of the Commons Association, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(i) To contract for the management, operation and upkeep of any and all property held or controlled by the Association.

(j) To encumber, mortgage, lease, convey or grant any property which the Association may acquire or control, including, but not limited to, any recreational facilities.

(k) To enter into contracts or agreements for accounting and bookkeeping services and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the laws of the State of Florida with regard to maintenance of records.

(l) To select depositories for the Association funds.

(m) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(n) To employ all personnel reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.

(o) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not for profit, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.

(p) To enact and enforce rules and regulations concerning the use and enjoyment of the Commons Association properties, including but not limited to rules and regulations pertaining to use of the recreational and the parking facilities.

ARTICLE III - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

SECTION 1: MEMBERS. The Members of this Association shall be any Florida corporation not for profit which is created for the purpose of operating a residential condominium or other multi-unit residential development located within the Villa Del Mar Complex. If any of the Members is voluntarily dissolved, that association's membership shall be transferred to another corporation, or to a trustee, which shall have and exercise such association's membership rights, obligations and privileges as long as this Association exists.

SECTION 2: VOTE. Whenever a vote of the Members is required, each Member shall be entitled to one vote in Association matters for each dwelling unit ("Unit") it operates. The manner of exercising voting rights shall be as set forth in the Bylaws.

SECTION 3: NO ASSIGNMENT. The share of a Member in the funds and assets of the Association cannot be assigned, withdrawn or transferred in any manner except as an appurtenance to the property the Association operates.

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ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V - OFFICERS

SECTION 1: OFFICERS. The officers of the Association shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and any assistants to such officers as the Board of Directors may deem appropriate from time to time. The same person may hold two offices.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1: MANAGEMENT BY THE BOARD. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) persons. Directors may be, but do not have to be, officers or directors of their respective Associations. Directors shall be appointed or elected by the Members in the manner set forth in the Bylaws. Directors may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its annual organization meeting and shall serve at the pleasure of the Board.

SECTION 2: INITIAL BOARD. The names and addresses of the initial Board of Directors are as follows:

Steven Wolak
6383 Old Mahogany Court
Naples, FL 34109

Harry Steven Howard
4829 S.W. 23rd Ave
Cape Coral, FL 33914

Francine Wolak
6383 Old Mahogany Court
Naples, FL 34109

ARTICLE VII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1: INDEMNIFICATION. All officers and directors of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including fees for appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office.

SECTION 2: WHEN INDEMNIFICATION NOT AVAILABLE. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

- (a) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (b) Violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (c) A transaction from which the person seeking indemnification derived an improper personal benefit.

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(d) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a Member.

(e) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

ARTICLE VIII - RIGHTS OF DEVELOPER

SECTION 1: DEVELOPER CONTROL. The Developer of the Commons Association shall have full right and authority, but shall not be obligated, to manage the affairs of the Commons Association and shall have the exclusive right to remove and elect the directors of the Association (who need not be members).

SECTION 2: TURNOVER OF CONTROL. Members other than the Developer are entitled to elect at least a majority of the members of the Board of Directors of the Association three months after 90 percent of the Units in all phases within the Villa Del Mar Complex have been conveyed to Unit Owners.

SECTION 3: DEVELOPER'S RIGHTS. The Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds at least five percent (5%) the Units in the Villa Del Mar Complex for sale in the ordinary course of business.

ARTICLE IX - BYLAWS

The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

ARTICLE X - AMENDMENTS TO THESE ARTICLES

SECTION 1: AMENDMENTS. Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by a two-thirds (2/3) vote of the Board of Directors. Such resolution shall then be presented to the Unit Owners of the Members of the Association. A majority vote of the voting interests cast at a duly called meeting of the Unit Owners of the Members of the Association shall be necessary to amend the Articles of Incorporation.

SECTION 2: RESTRICTION ON AMENDMENT. No amendment shall make any change in the qualifications for membership in the Association without approval in writing of all members of the Association, and such amendment shall also be subject to the written consent of all record holders of mortgages upon any Commons Association property and upon property held by the Association in accordance with the provisions of the Declaration. No amendment shall be made that is in conflict with Chapter 617 regarding corporations not for profit, or the Declaration.

ARTICLE XI - VOTING

Whenever a vote of the Members is required, each Member shall be entitled to one vote in Association matters for each Unit it operates. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE XII - SEVERABILITY

Should any paragraph, sentence, phrase, portion or provision of these Articles or of the Bylaws or rules and regulations of the Association be held invalid, it shall not affect the validity of the remaining instruments or provisions.

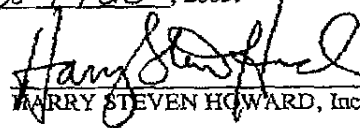
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**ARTICLE XIII - APPOINTMENT OF
REGISTERED AGENT FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, JANE YEAGER CHEFFY, Esq., whose address is Tamiami Trail North, Suite 310, Naples, Florida 34103, is appointed registered agent for service of process upon the Association.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed, as of December 19th, 2005.

 (SEAL)
HARRY STEVEN HOWARD, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HARRY STEVEN HOWARD, (one of the following should be checked; if none are checked, he is personally known to me) X who is personally known to me, or has produced as identification and who did not take an oath, and is named in the foregoing instrument and that he acknowledged executing the same, in the presence of two subscribing witnesses, freely and voluntarily.

WITNESS my hand and official seal in the State and County last aforesaid this 19th day of December, 2005.

(SEAL)

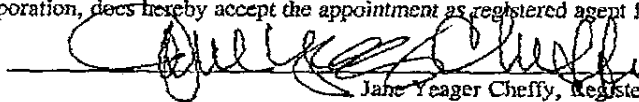
My Commission Expires:

Oct 8, 2006


NOTARY PUBLIC **Pamela Bartley**

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process within the State of Florida upon VILLA DEL MAR COMMONS ASSOCIATION, INC., at the place designed in Article XV of the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent for such corporation.


Jane Yeager Cheffy, Registered Agent

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