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Division of Corporations

CAPITAL CONNECTION

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FLORIDA PROFIT/NON PROFIT CORPORATION

TOSCANA HOMEOWNERS' ASSOCIATION, INC.

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January 18, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION

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CAPITAL CONNECTION

NO. 3725

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TOSCANA VB HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, by these Articles of Incorporation, associate themselves for the purpose of forming a corporation not for profit, pursuant to the provisions of Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

Name

The name of the corporation shall be **TOSCANA VB HOMEOWNERS' ASSOCIATION, INC.** For convenience, the corporation will be referred to in this instrument as the Association. The place of business shall be 18851 NE 29th Avenue, Suite 711, Aventura, Florida, 33180, until changed by the owners at the first meeting.

ARTICLE II

Purposes

The purposes for which the Association is organized are as follows:

2.1 To establish, maintain and operate a corporation not for profit; to uphold, maintain and promote the property interests and rights of member owners and residents of the following-described real property located in Indian River County, Florida:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

And to do any other thing necessary or desirable in the interests of the safety, health, protection, comfort and convenience of such member property owners and residents.

2.2 To make and establish reasonable rules and regulations governing the use and maintenance of the real property described above.

2.3 To collect, from time to time, assessments from owners to defray expenses of operation of the Association, including, but not limited to, security, taxes, maintenance, utilities, reserves and expenditures for capital improvements, improvements and repair of

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easements appurtenant to each parcel property with particular reference to entrance way, road and other easement areas. The individual assessments will be based upon an allocation of 1/90th share per individual parcel owner of the total common expenses, except where the membership votes for a special assessment for a particular purpose for the benefit of a specific area of the properties in which event a majority of the members to be assessed must approve the special assessment.

2.4 To enforce and abide by the provisions of any covenants or restrictions which are, or may be, applicable to the property and which may be adopted from time to time as provided in the Bylaws of the Association.

ARTICLE III

Powers.

The Association shall have all of the powers and privileges granted to associations not for profit under the laws of the State of Florida and shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

3.1 To promote the safety and health of members of the Association and their property interests and rights by providing, improving and maintaining entrance way, road and right-of-way areas, and such other and further similar type services as may be reasonably necessary or desirable in Toscana.

3.2 To purchase insurance for properties owned by the Association; and insurance for the protection of the Association and its members, officers and directors.

3.3 To maintain, repair, replace and operate the common properties.

3.4 To make and establish covenants and restrictions governing the use and maintenance of property located within Toscana.

3.5 To amend, modify or change any covenants and restrictions which are, have been, or may be applicable to Toscana.

3.6 To enforce the provisions of any covenants or restrictions, which are or may be made applicable to the property located within Toscana and which may be adopted

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from time to time as provided in the Declaration of Covenants, Conditions and Restrictions of Toscana, as they may exist from time to time.

3.7 To levy and collect, from time to time, assessments against members of the Association to defray expenses of maintenance and repair of the items in areas lying within Toscana, as described in paragraph 3.1 above, and other expenses incurred in implementing the Association's purposes in such manner as may be provided by the Bylaws of the Association and the Declaration of Covenants, Conditions and Restrictions for Toscana, and the Association shall have a lien upon any property of a member of the Association lying within Toscana for the payment of such assessments. The lien herein provided shall secure the monies due for all assessments levied against a member of the Association, as provided in the Bylaws and Declaration of Covenants, Conditions and Restrictions for Toscana, together with interest upon delinquent assessments, and for all the costs and expenses, including a reasonable attorneys' fee, which may be incurred by the Association in preparing, recording and enforcing its lien. The lien shall be enforced by recording on the public records of Indian River County, Florida, a claim of lien and by foreclosure in the same manner as real estate mortgages may be foreclosed in the State of Florida.

3.8 To reconstruct improvements comprising the items and areas lying within Toscana on, as described in paragraph 3.1 above, and to repair and maintain the same.

3.9 To employ personnel to perform the services required for the proper management and operation of the Association.

All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions of Toscana, these Articles of Incorporation and the Bylaws.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions of Toscana and the Bylaws.

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ARTICLE IV**Term**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE V**Dissolution**

Upon dissolution of the Association, the common area owned by the Association shall be distributed to the members (parcel owners), each as to an undivided 1/90th interest.

ARTICLE VI**Members**

6.1 **Membership.** Every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is subject to covenants of record to assessment by the Association shall be a member of the Association; provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

6.2 **Voting Rights.** Members shall be all those owners, as defined in paragraph 6.1 above. Members shall be entitled to one vote for each parcel which they hold the interests required for membership by paragraph 6.1 hereof, except for Developer owned parcels during the time which Developer controls the Association shall have eight (8) votes per parcel. When more than one person holds such interest or interests in any parcel, all such persons shall be members, and the vote for such parcel shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such parcel which is owned by more than one person. If a parcel is owned by more than one person, the Owners of the parcel shall execute a voting certificate designating one person to cast a vote for the parcel. The voting certificate shall be presented prior to the meeting in which a vote is being taken.

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ARTICLE VII**Board of Directors**

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of up to five (5) persons. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws of the Association. The Directors of the Association shall be elected at the annual meeting of the Association.

7.2 The first election of Directors shall be held at the first Annual Meeting of the Association. The Directors named in these Articles will serve until the first election of Directors, or until the parcel owned by a Director is conveyed to someone other than the individual elected as a Director, whichever event occurs first, and any vacancies in their number occurring before the first election will be filled by the remaining Directors.

7.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
David Bejar	18851 NE 29 th Avenue, Suite 711 Aventura, Florida 33180
Yomtov Bejar	18851 NE 29 th Avenue, Suite 711 Aventura, Florida 33180
Samuel A. Block	3339 Cardinal Drive, Suite 200 Vero Beach, Florida 32963

7.4 Any Director shall have the right to designate an authorized representative to act on behalf of said Director at any duly-called meeting.

ARTICLE VIII**Officers**

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers shall be elected by the Board of Directors annually at its meeting following the annual meeting of the members of the Association and shall

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serve at the pleasure of the Board of Directors. The names and addresses of the officers, who will serve until their successors are designated, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
David Bejar	18851 NE 29 th Avenue, Suite 711 Aventura, FL 33180	President/ Treasurer
Yomtov Bejar	18851 NE 29 th Avenue, Suite 711 Aventura, FL 33180	Vice President
Samuel A. Block	3339 Cardinal Drive, Suite 200 Vero Beach, FL 32963	Secretary

ARTICLE IX

Bylaws

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

ARTICLE X

Amendments

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

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Such amendment must be approved by not less than seventy-five percent (75%) of the membership of the Association present in person or by proxy at a meeting duly called to consider the amendment.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the owner's individual parcel. No amendment shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions of Toscana.

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10.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded on the public records of Indian River County, Florida.

ARTICLE XI

Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
David Bejar	18851 NE 29 th Avenue, Suite 711 Aventura, Florida 33180

ARTICLE XII

Registered Agent

The street address of the initial registered office of the Association is: 18851 NE 29th Avenue, Suite 711, Aventura, Florida, 33180, and, the name of the initial registered agent of the Association at that address is: David Bejar.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the Association hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, hereby jointly and severally declaring and certifying the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and accordingly have set our hands and seals at Vero Beach, Indian River County, Florida, this 16th day of January, 2006.



David Bejar

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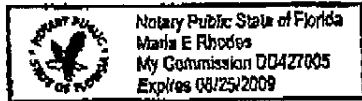
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STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, appeared **DAVID BEJAR**, known to me and/or who produced _____ as identification, and who executed the foregoing instrument and acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of January, 2006.

(NOTARY SEAL)




NOTARY PUBLIC, STATE OF FLORIDA

Printed Name of Notary

My Commission Expires:

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of
TOSCANA VB HOMEOWNERS" ASSOCIATION, INC.



DAVID BEJAR

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EXHIBIT "A"

THE EAST 283.50 FEET OF THE WEST 323.50 FEET OF THE
NORTH 153.60 FEET OF THE FOLLOWING DESCRIBED PARCEL:

THE WEST 695.24 FEET OF TRACT 12, SECTION 23,
TOWNSHIP 33 SOUTH, RANGE 39 EAST, ACCORDING TO
THE LAST GENERAL PLAT OF LANDS OF THE INDIAN
RIVER FARMS COMPANY, AS RECORDED IN PLAT BOOK
2, PAGE 25 OF THE PUBLIC RECORDS OF ST. LUCIE
COUNTY, FLORIDA.

LESS AND EXCEPTING THE NORTH 664.79 FEET; THE
WEST 40 FEET; AND THE SOUTH 35 FEET OF THE EAST
300 FEET OF THE WEST 340 FEET THEREOF.

SUBJECT TO ALL RESERVATIONS, RESTRICTIONS,
RIGHTS-OF-WAY AND EASEMENTS OF RECORD.

SAID LANDS NOW LYING AND BEING IN INDIAN RIVER
COUNTY, FLORIDA.

DESCRIPTION

A PARCEL OF LAND LYING IN TRACT 12, SECTION 23, TOWNSHIP 33 SOUTH,
RANGE 39 EAST, ACCORDING TO THE LAST GENERAL PLAT OF LANDS OF
INDIAN RIVER FARMS COMPANY, FILED IN THE OFFICE OF THE CLERK OF
THE CIRCUIT COURT OF ST. LUCIE COUNTY, FLORIDA, IN PLAT BOOK 2,
PAGE 25. SAID LAND NOW LYING AND BEING IN INDIAN RIVER COUNTY,
FLORIDA, SAID PARCEL DESCRIBED AS FOLLOWS:

TRACT 12, SECTION 23, TOWNSHIP 33 SOUTH, RANGE 39 EAST, LESS THE
NORTH 664.79 FEET AND LESS THE SOUTH 35 FEET OF THE WEST 340 FEET
AND ALSO LESS AND EXCEPT THE FOLLOWING:

COMMENCE AT THE NORTHWEST CORNER OF SAID TRACT 12; THENCE
SOUTH 60 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE WEST LINE
OF SAID TRACT, A DISTANCE OF 340 FEET; THENCE NORTH 80 DEGREES
00 MINUTES 00 SECONDS WEST, ALONG THE SOUTH LINE OF THE NORTH
664.79 FEET OF SAID TRACT 12, A DISTANCE OF 40.00 FEET TO THE POINT OF
BEGINNING; THENCE SOUTH 60 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 283.50 FEET;
THENCE SOUTH 60 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE
OF 340.00 FEET TO THE NORTHWEST CORNER OF SAID
TRACT 12; THENCE SOUTH 60 DEGREES 00 MINUTES 00 SECONDS WEST, A
DISTANCE OF 340.00 FEET TO THE POINT OF BEGINNING.

LESS REPORT OF WAY OF RECORD.

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