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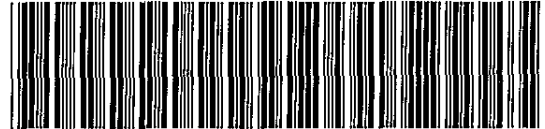
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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB 2-17-06



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 852367 80881A

AUTHORIZATION :

COST LIMIT : \$ 70

[Handwritten signature]

ORDER DATE : February 6, 2006

ORDER TIME : 9:40 AM

ORDER NO. : 852367-005

CUSTOMER NO: 80881A

DOMESTIC FILING

NAME: VENEZIA HOMEOWNERS ASSOCIATION
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 7, 2006

CSC

SUBJECT: VENEZIA HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W06000005974

We have received your document for VENEZIA HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 606A00008902

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "B"

ARTICLES OF INCORPORATION

OF

VENEZIA of

Orange County Homeowners Association, Inc.

A CORPORATION NOT-FOR-PROFIT

The undersigned, being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, hereby subscribes to these Articles for the purpose of forming a corporation and with the powers herein specified.

ARTICLE I. NAME

The name of this corporation shall be **VENEZIA of Orange County Homeowners Association, Inc.** (hereinafter referred to as the "Association").

ARTICLE II. REGISTERED AGENT AND OFFICE

William M. Silliman, whose address is 4201 Vineland Road, Suite 9, Orlando, Florida 32811, is hereby appointed the initial registered agent of this Association.

ARTICLE III. INITIAL PRINCIPAL OFFICE

The initial principal office of the Association shall be located at 4201 Vineland Road, Suite 9, Orlando, Florida 32811. The Association may change its principal office from time to time without amendment of these Articles of Incorporation.

ARTICLE IV. PURPOSE AND POWERS OF THE ASSOCIATION

A. The purpose and object of the Association shall be to administer the operation and management of **VENEZIA**, a subdivision located in Orange County, Florida (hereinafter "Community") more fully described in Exhibit "A" attached hereto, (hereinafter "Property") according to the Declaration of Covenants, and Restrictions which are to be recorded in the public records of Orange County, Florida ("Declaration"), and any additions thereto which may be brought into the jurisdiction of this Association.

B. The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation and architectural control of the Property in accordance with the terms, provisions and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration. The Association shall further promote the health, safety and welfare of the Members of the Association in the Community.

C. This Association shall have the right to transact any and all lawful business. This Association shall also have all of the powers enumerated in Chapter 617, Florida Statutes (Florida Not for Profit Corporation Act), Chapter 607, Florida Statutes (Florida Business Corporation Act) (as such Florida Business Corporation Act may apply to this not for profit corporation), as the same now exist and as hereafter amended, and all such other powers as are permitted by applicable Florida statutory and common law, including, without limitation and only by illustration, the following:

1. all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration;
2. to fix and to collect assessments and other charges to be levied against the Lots;
3. to manage, control, operate, maintain, repair and improve property subject to the Declaration or any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;
4. to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
5. to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;
6. to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real and personal property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;
7. to borrow money for any purpose, subject to such limitations as may be contained in the Bylaws and Declaration;
8. to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
9. to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporation, firms or individuals;
10. to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;
11. to elect or appoint officers and agents and define their duties and fix their compensation, if any;

12. to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs; and

13. to have and exercise all powers necessary or convenient to effect its general purpose.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the subsections of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article. The Association shall make no distribution of income to its members, directors, or officers.

ARTICLE V. QUALIFICATION OF MEMBERS

A. The owner of each Lot, as those terms are defined in the Declaration, shall be a member of the Association and shall be entitled to vote in accordance with the terms of the Declaration, except there shall be no vote for any Lot owned by the Association. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws of the Association.

B. Change of Membership in the Association shall be established by recording in the Official Records of Orange County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner with regard to such real property shall be terminated.

C. The share of a member in the funds, liabilities and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

ARTICLE VI. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors who need not be Members of the Association. The number of members of the first Board of Directors shall be two and the initial Board of Directors shall be appointed by the Declarant. The number of directors of the Association shall be specified, from time to time, by the Bylaws, provided, however, that the number shall never be less than two (2).

B. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen, are as follows:

DIRECTOR:

Robert B. Reiche

William M. Silliman

ADDRESS:

4201 Vineland Road, Suite 9
Orlando, Florida 32811

4201 Vineland Road, Suite 9
Orlando, Florida 32811

ARTICLE VII. OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer, and if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Community and the affairs of the Association, and any and all such persons and/or entity or person or entity is a Member, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

OFFICE:

President
Vice President
Secretary
Treasurer

NAME:

Robert B. Reiche
William M. Silliman
Robert B. Reiche
William M. Silliman

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

ARTICLE VIII. BYLAWS

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws and shall be approved by at least a majority of each class of membership.

ARTICLE IX. DISSOLUTION AND AMENDMENT

A. Dissolution. The Association may be dissolved only as provided in the Bylaws and by the laws of the State of Florida. Any dissolution shall be subject to the terms of Article XIII hereof, if applicable.

B. Amendments. Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes; provided, no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration. Any proposed amendment must be approved by voting Members as provided in the Declaration.

ARTICLE X. INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance in the performance of his duties.

ARTICLE XI. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon the dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLES XII. DURATION


The corporation shall exist perpetually.

ARTICLE XIII. FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require prior approval of the Federal Housing Administration or the Veteran's Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Property, dedication of Common Property, dissolution and amendment of these Articles.

ARTICLE XIV. SUBSCRIBER

The name and address of the subscriber to these Articles is William M. Silliman, 4201 Vineland Road, Suite 9, Orlando, Florida 32811.


WILLIAM M. SILLIMAN

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 5th day of September, 2005 by WILLIAM M. SILLIMAN, ~~who is personally known to me~~ or who has produced _____ as identification and who did not take an oath.


Notary Public

Print Name: Michele McSwain

My Commission Expires: 9/18/06

Commission #: DD139625




Michele McSwain
My Commission DD139625
Expires September 18, 2006

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First - - That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, the corporation named in said Articles has named William M. Silliman, located at 4201 Vineland Road, Suite 9, Orlando, Florida 32811, County of Orange, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to comply with the provisions of Florida law relative to keeping the registered office open.


WILLIAM M. SILLIMAN
Registered Agent

06 FEB -6 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED