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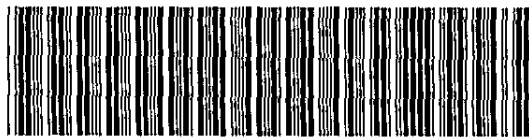
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16002 7-2-2009



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 884060 4328353

AUTHORIZATION :

*Susie Knight*

COST LIMIT : \$ 70.00

ORDER DATE : February 23, 2006

ORDER TIME : 9:41 AM

ORDER NO. : 884060-005

CUSTOMER NO: 4328353

DOMESTIC FILING

NAME: VILLA VALENTINA TOWNHOMES  
HOMEOWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**VILLA VALENTINA TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be the **VILLA VALENTINA TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**, which is hereinafter referred to as the "Association".

**ARTICLE II**  
**OFFICE**

The principal office and mailing address of the Association shall be at 7416 S.W. 48<sup>th</sup> Street, Miami, Florida 33155, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office.

**ARTICLE III**  
**PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Restrictions and Easements for Villa Valentina, recorded (or to be recorded) in the Public Records of Broward County, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in the Development and to maintain the Common Areas thereof for the benefit of the Members of the Association.

The Association is organized not for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into [which may be an affiliate of Stanton-Pender of Lake Ridge I, LLC, a Florida limited liability

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company (the "Declarant")] the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration above identified. The Association shall also have all the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

In the event of dissolution of the Association, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes. Annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dissolution and amendment of the Articles, shall require the prior approval of the Federal Housing Administration or the Veterans Administration, as long as the Class B Membership exists.

The obligation to operate and maintain the Surface Water Management System within Villa Valentina (including, without limitation, all lakes, retention areas, culverts and related appurtenances, if any) in a manner consistent with the applicable SFWMD permit requirements and applicable SFWMD rules, and to assist in the enforcement of the Declaration which relate to the Surface Water Management System. The Association shall be responsible for assessing and collecting assessments for the operation, maintenance, and if necessary, repairs of the Surface Water Management System within Villa Valentina. In the event the Association is dissolved, the Surface Water Management System shall be conveyed to an appropriate agency of local government. If the governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar non-profit corporation.

Definitions set forth in the Declaration are incorporated herein by this reference.

#### **ARTICLE IV** **MEMBERS**

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. Owners and Declarant shall have the voting rights set forth in the Bylaws.

**ARTICLE V**  
**CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons nor more than nine (9) persons. The initial number of directors shall be three (3). A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Saul Levy	7416 SW 48 <sup>th</sup> Street Miami, Florida 33155
Mike Balais	7416 SW 48 <sup>th</sup> Street Miami, Florida 33155
Howard Turin	7416 SW 48 <sup>th</sup> Street Miami, Florida 33155

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and except for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Declarant.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall, for any reason, cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

## **ARTICLE VII** **OFFICERS**

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

President – Saul Levy  
Vice President - Mike Balais  
Secretary - Howard Turin  
Treasurer - Roseanne Wright

## **ARTICLE VIII** **BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in these Articles.

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**ARTICLE IX**  
**AMENDMENTS AND PRIORITIES**

Section 1. General Restrictions on Amendments. Notwithstanding any other provision herein to contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

Section 2. Amendments Prior to and Including the Turnover Date. Prior to and including the Turnover Date, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to the Turnover Date, Association must first obtain Declarant's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Declarant may be adopted by Association pursuant to the requirements for amendments after the Turnover Date. Thereafter, Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

Section 3. Amendments After the Turnover Date. After the Turnover Date, but subject to the general restrictions or amendments set forth above, these Articles may be amended with the approval of: (i) sixty-six and two-thirds percent (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of the votes present, in person or by proxy, at a duly noticed meeting of the members of the Association at which there is a quorum.

Section 4. Declaration is Paramount. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

NAME

ADDRESS

Thomas F. Coyle, Jr.

Greenspoon Marder, P.A.  
100 West Cypress Creek Road  
Suite 700  
Fort Lauderdale, Florida 33309

**ARTICLE XI**  
**INDEMNIFICATION**

Section 1. Indemnification of Officers and Directors. Subject to the further provisions of this paragraph, the Association shall indemnify and hold harmless all officers and Directors, (and members of a Tribunal, as provided in paragraph 18.3 of the Bylaws) past or incumbent, from and against all costs, claims, damages, expenses and liabilities of any kind whatsoever, including attorneys' fees and costs at all tribunal levels, arising out of the performance of such person's duties hereunder. Such indemnification and hold harmless provision shall (i) exist regardless of whether the Association itself is named as a party defendant or alleged to have any liability, (ii) include the payment of any settlements upon approval by the Board, and (iii) include indemnification of the estate and heirs of the indemnified party. Such indemnification and hold harmless provision shall not be applicable (i) to the extent the claim or liability is covered by insurance, or (ii) in the event a court of competent jurisdiction finally determines, after all appeals have been exhausted or not timely pursued, that the indemnified party did not act in good faith within what he reasonably believed to be the scope of his duty and/or authority and for purposes which he reasonably believed to be in the best interests of the Association or its Members generally and such court further specifically determines that indemnification should be denied. The provision of this paragraph may not be amended to terminate the effect hereof as to any persons who became officers or Directors while this paragraph was effective.

Section 2. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or Officers or Declarant, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officer, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the

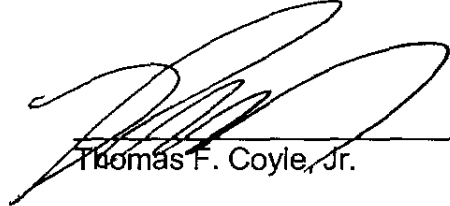


general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

**ARTICLE XII  
REGISTERED AGENT**

Until changed, Thomas F. Coyle, Jr., shall be the registered agent of the Association and the registered office shall be at 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

22 IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set his hand this day of FEBRUARY, 2006.

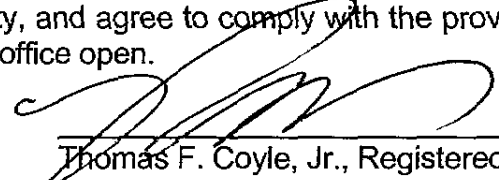
  
Thomas F. Coyle, Jr.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM 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, in the County of Broward, State of Florida, the Association named in the said articles has named Thomas F. Coyle, Jr., located at 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
Thomas F. Coyle, Jr., Registered Agent

DATED this 22 day of February, 2006.

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