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FLORIDA PROFIT/NON PROFIT CORPORATION

VILLA MILANO COMMUNITY ASSOCIATION, INC.

Certificate of Status	0
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
Villa Milano Community Association, Inc.,
A corporation not for profit
under the laws of the State of Florida

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

Name, Address and Registered Agent

- 1.1) Name and Address. The name of the corporation shall be: Villa Milano Community Association, Inc. For convenience the corporation shall herein be referred to as "Association".

The mailing and street address of the principal office is:
1778 Main Street, Sarasota, Florida 34236

- 1.2) Address and Registered Agent. The name and street address of the initial registered agent and office of the Association is:

Benjamin I. Strong
1778 Main Street
Sarasota, Florida 34236

ARTICLE 2

Purpose

- 2.1) Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720 of the Florida Statutes for the maintenance, operation and management of Villa Milano located in Charlotte County, Florida.
- 2.2) Distribution of Income. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.
- 2.3) No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE 3

Powers

- 3.1) Common Law and Statutory Powers. The Association shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or Florida Statutes.

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STATE OF FLORIDA
COUNTY OF CHARLOTTE
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3.2) **Specific Powers.** The Association shall have all of the powers and duties set forth in Chapter 720, Florida Statutes, these Articles of Incorporation and by the Declaration of Covenants, Conditions and Restrictions for Villa Milano (hereinafter the "Declaration") and all of the powers and duties reasonably necessary to maintain, manage and operate the plan unit development pursuant to such Declaration and as it may be amended from time to time, including but not limited to the following:

- (a) To make and collect assessments against members as Member and/or Unit Owner(s) to defray the costs, expenses and losses of operation.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the plan unit development property.
- (d) To purchase insurance upon the plan unit development property and insurance for the protection of the Association and its members as Member and/or Unit Owner(s).
- (e) To make and amend reasonable rules and regulations respecting the use of the property in the plan unit development.
- (f) To approve or disapprove the transfer, mortgage and ownership of Units in the plan unit development.
- (g) To enforce by legal means the provisions of the Florida Statutes, the Declaration, these Articles of Incorporation, Bylaws of the Association and the regulations for use of the plan unit development property.
- (h) To contract for the management of the plan unit development and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration to have the approval of directors or the membership of the Association.
- (i) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

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- (j) To employ personnel to perform the services required for proper operation of the plan unit development.
 - (k) To purchase Units in the plan unit development and to acquire and hold, lease, mortgage and convey the same, subject, however, to the provisions of the Declaration and Bylaws relative thereto.
- 3.3) Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.
- 3.4) Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association.

ARTICLE 4

Members

- 4.1) Members. The members of the Association shall consist of all the record owners of the Units in the plan unit development, and after termination of the plan unit development shall consist of those who are members at the time of such termination and their successors and assigns.
- 4.2) Change of Membership. After receiving any approval of the Association required by the Declaration, change of membership in the Association shall be established by the recording in the Public Records of Charlotte County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the plan unit development. The Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior owner is terminated.
- 4.3) Limitation on Transfer of Shares of Assets. 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 member's Unit.
- 4.4) Voting. The Owner of each Member and/or Unit shall be entitled to one vote (voting interest) as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

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ARTICLE 5
Directors

- 5.1) Board of Directors. The affairs of the Association shall be managed by the Board of directors consisting of three Directors. Directors need not be members of the Association.
- 5.2) Election of Directors. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.
- 5.3) First Election of Directors. The first annual election of Directors by the membership shall not be held until seven years after the recording of the Declaration, or until Developer elects to terminate its control of the Association, or until required by the Florida Statutes. The transfer of control of the Association by the Developer to the Member and/or Unit owner(s) shall be as provided in the Declaration.
- 5.4) First Board of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin L. Strong	1778 Main Street Sarasota, Florida 34236
Robert Albritton	1778 Main Street Sarasota, Florida 34236
Richard L. Strong	1778 Main Street Sarasota, Florida 34236

ARTICLE 6
Officers

- 6.1) Officers. The affairs of the Association shall be administered by a President, Vice-President and Secretary-Treasurer and such other officers as may be designated in the Bylaws of the Association. The officers shall be elected by the Board of directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of directors. The names and addresses of the officers who shall serve until their successors are designated and elected by the Board of directors are as follows:

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NAME
Benjamin L. Strong
Pres./Sec'y/Tres.

ADDRESS
1778 Main Street
Sarasota, Florida 34236

The Directors and Officers may lawfully and properly exercise the power set forth in ARTICLE 3, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of this corporation of the powers pertinent thereto.

ARTICLE 7
Indemnification

- 7.1) **Indemnification.** Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 when the director or officers is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE 8
Bylaws

- 8.1) **Bylaws.** The Bylaws of the Association shall be adopted by the Board of Directors of the Association and may be altered, amended or rescinded in certain instances by the Board of directors and in certain instances by the membership in the manner provided by the Bylaws.

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ARTICLE 9
Amendments

- 9.1) **Amendments.** Subject to the provisions of the Sections 9.2 and 9.3 of this Article 9, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:
- (a) 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.
 - (b) 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. Except as elsewhere provided, such approvals must be by not less than 66% of the voting interests 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 such approval is delivered to the Secretary at or prior to the meeting.
- 9.2) **Limitation on Amendments.** No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of ARTICLE 3 or Section 5.3 of ARTICLE 5, without approval in writing by all members and the joinder of all record owners of mortgages upon the Unit(s) in the plan unit development. No amendment shall be made that is in conflict with Florida Statutes or the Declaration.
- 9.3) **Initial Amendments by First Board of Directors.** Until the first election of directors by the members, amendments to these Articles of Incorporation may be proposed and adopted by the unanimous action of the First Board of directors named in these Articles.
- 9.4) **Certification.** A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Sarasota county, Florida.

ARTICLE 10
Term

- 10.1) **Term.** The term of the Association shall be perpetual unless the condominium is terminated pursuant to the provisions of the Declaration and, in the event of, such termination, the corporation shall be dissolved in accordance with the law.

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ARTICLE 11
Subscribers (Incorporators)

11.1) Names and Addresses. The names and residence addresses of the Incorporator of these Articles of Incorporation are as follows:

NAME

Benjamin I. Strong

ADDRESS1778 Main Street
Sarasota, Florida 34236

IN WITNESS WHEREOF, the incorporator have hereto affixed their signature on the 4th day of April, 2006.


Name : Benjamin I. Strong

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of April, 2006, by BENJAMIN I. STRONG. He is personally known to me.



(SEAL)


Notary Public: My Commission Expires:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


By: Benjamin I. Strong, as Registered Agent
Dated this 4th day of April, 2006.

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