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## FLORIDA PROFIT/NON PROFIT CORPORATION

BOCA LAGO AT VIVANTE NEIGHBORHOOD ASSOCIATION, INC

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**ARTICLES OF INCORPORATION  
OF**

**BOCA LAGO AT VIVANTE NEIGHBORHOOD ASSOCIATION, INC.**

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a corporation not for profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, viz:

**ARTICLE I  
Name**

The name of the corporation shall be BOCA LAGO AT VIVANTE NEIGHBORHOOD ASSOCIATION, INC., a Florida corporation not for profit, whose principal place of business shall be 4300 Marsh Landing Blvd., Suite 202, Jacksonville Beach, Florida 32250.

**ARTICLE II  
Purpose**

The purpose for which the corporation is organized is to provide an entity for the ownership, maintenance and operation of certain common facilities for Boca Lago at Vivante which is comprised of one to twelve condominiums, located in Punta Gorda, Charlotte County, Florida (the "Neighborhood"), being developed by Punta Gorda Partners, LLC, a Florida limited liability company and Punta Gorda Land Holdings I Limited Partnership, a Florida limited partnership.

The Corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the Corporation shall be held for benefit of the members in accordance with the provisions of these Articles of Incorporation and the Bylaws. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by these Articles or the Bylaws, including, without limitation, the following:

- A. To own, acquire and convey land, and to operate, maintain, and manage those lands owned or to be owned by the Corporation and such other lands which the Corporation is responsible to maintain.
- B. To operate, maintain, manage and keep in good repair, any of the improvements and amenities upon lands owned by the Corporation and upon lands which the Corporation is responsible to maintain the common areas and other structures for the use of the Corporation's members and the respective unit owners.
- C. To landscape all lands owned by the Corporation, and all lands which the Corporation is responsible to maintain situate, lying and being within that area of Charlotte County, Florida described in Exhibit "A" hereto.
- D. To make available to the members of the Corporation and their respective unit owners, services and facilities for the enjoyment of the properties herein mentioned, and to promote the social welfare, security, pleasure, recreation, entertainment, and common good of the members and their respective unit owners.
- E. To assess against the members of the Corporation, fees for the operation and maintenance of the

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Corporation in order to enable the Corporation to perform its purposes as set forth herein and in the Bylaws of the Corporation, and such other purposes as may be allowed by law.

- F. To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount of draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debenture, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of all thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation, whether at the time owned or thereafter acquired.
- G. To participate in mergers and consolidations with other non-profit corporations organized for the operation of property within Boca Lago at Vivante, or annex additional property as Common Area.
- H. To operate and maintain the Surface Water Management System Facilities as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenance.

### ARTICLE III Powers

For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by these Articles or the Bylaws, including, without limitation, the following:

- 1. To own, purchase, acquire, convey, mortgage, encumber, lease, administer, manage, improve, repair and/or replace those lands owned or to be owned by the Corporation and such other lands which the Corporation is responsible to maintain.
- 2. To operate, maintain, manage and keep in good repair, any of the improvements and amenities upon lands owned by the Corporation and upon lands which the Corporation is responsible to maintain, including, without limitation, surface water management system facilities and other structures, for the use of the Corporation's members.
- 3. To assess against the members of the Corporation, fees for the operation and maintenance of the Corporation in order to enable the Corporation to perform its purposes as set forth herein and in the Declaration and in the Bylaws of the Corporation, and such other purposes as may be allowed by law.
- 4. To participate in mergers and consolidations with other non-profit corporations organized for the operation of property, or annex additional property as Common Area.
- 5. To enforce the provisions of the Declaration, these Articles and the Bylaws of the Corporation.
- 6. To make, establish and enforce reasonable rules and regulations governing the use of Common Areas and other property under the jurisdiction of the Corporation.
- 7. To borrow money for the purposes of carrying out the powers and duties of the Corporation.
- 8. To obtain insurance as provided by the Declaration.
- 9. To sue and be sued.
- 10. In the event the Corporation ceases to exist, to dedicate, convey, assign or transfer the Property consisting of the Surface Water Management System Facilities to an appropriate agency of local government and if the responsibility is not accepted to a similar non-profit organization.

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**ARTICLE IV**

**Membership**

- A. The members of this Corporation shall be all the Unit Owners of a Unit in any of the condominiums located within the Neighborhood's property.
- B. Whenever a vote of the members is required, each member shall be entitled to one vote in Corporation matters. The manner of exercising voting rights shall be as set forth in the Bylaws.
- C. The share of a member in the funds and assets of the Corporation cannot be assigned, withdrawn or transferred in any manner as an appurtenance to the Unit the member owns.

**ARTICLE V**

**Directors and Officers**

- A. The affairs of the Corporation shall be administered by a Board of Directors consisting of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors may be, but do not have to be, officers or directors of the respective Condominium Association managing the individual condominium unit owned by the Director.
- B. Directors shall be appointed or elected in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its annual organizational meeting and shall serve at the pleasure of the Board.

**ARTICLE VI**

**Term**

The term of the Corporation shall be perpetual.

**ARTICLE VII**

**Bylaws**

The Bylaws of the Association shall be the Bylaws as adopted from time to time. The Bylaws may be altered, amended, or rescinded only in the manner provided therein.

- A. These Articles of Incorporation may be altered or amended at any regular or special meeting of the members, provided that: (1) written notice of the meeting is given in the manner provided for in the Bylaws, and the notice contains the text of the proposed alteration or amendment; and (2) the proposed alteration or amendment is approved by the affirmative vote of at least a majority of the voting interests.
- B. No amendment of these Articles or of the Bylaws shall be effective until filing with the Secretary of State and until being recorded in the Public Records of Charlotte County, Florida. For recording purposes, the amendment shall be attached to a certificate executed by the officers of the Corporation with the formalities of a deed. The certificate must identify the book and page of the Public Records where each Declaration of Condominium for all condominiums in Boca Lago at Vivante are

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recorded.

**ARTICLE IX**  
**Initial Directors**

The initial Directors of the Association shall be:

Gabriel M. Bove	4300 Marsh Landing Blvd., Suite 202 Jacksonville Beach, Florida 32250
James Yoder	4300 Marsh Landing Blvd., Suite 202 Jacksonville Beach, Florida 32250
Phyllis Bove	4300 Marsh Landing Blvd., Suite 202 Jacksonville Beach, Florida 32250

**ARTICLE X**  
**Initial Registered Agent**

The initial registered agent and registered office of the Association shall be at:

Ariana R. Fileman	1107 W. Marion Ave., Suite 112 Punta Gorda, FL 33950
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**ARTICLE XI**  
**Indemnification**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his 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. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful and had reasonable cause to believe his action was lawful.
- C. A transaction from which the Director or officer derived an improper personal benefit.
- D. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 27<sup>th</sup> day of April, 2006.

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Punta Gorda Partners, LLC, a Florida limited liability company

By: Punta Gorda Management, Inc., a Florida corporation, its Managing Member

By: *Gabriel M. Bove*

Gabriel M. Bove, as President

Punta Gorda Land Holdings I Limited Partnership

By: Bove Company, a Florida corporation, as General Partner

By: *Gabriel M. Bove*

Gabriel M. Bove, as President

STATE OF FLORIDA )  
COUNTY OF CHARLOTTE )

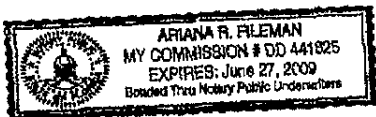
The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of April, 2005, by Gabriel M. Bove, as President of Punta Gorda Management, Inc., a Florida corporation, as Managing Member of Punta Gorda Partners, LLC, a Florida limited liability company, on behalf of said company, as Incorporator of Boca Lago at Vivante Neighborhood Association, Inc.. He is personally known to me or has provided as identification.



*Ariana R. Fileman*  
NOTARY PUBLIC  
Print Name: Ariana R. Fileman  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA )  
COUNTY OF CHARLOTTE )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of April, 2005, by Gabriel M. Bove, as President of Bove Company, a Florida corporation, as General Partner of Punta Gorda Land Holdings I Limited Partnership, a Florida limited partnership, on behalf of said partnership, as Incorporators of Boca Lago at Vivante Neighborhood Association, Inc.. He is personally known to me or has provided as identification.




*Ariana R. Fileman*  
NOTARY PUBLIC  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Boca Lago at Vivante Neighborhood Association, Inc., at the place designated by these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida pertaining to such duties.

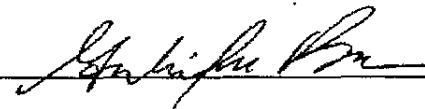
  
Ariana R. Fileman

**CERTIFICATE NAMING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following submitted:

That BOCA LAGO AT VIVANTE NEIGHBORHOOD ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Punta Gorda, State of Florida, has named Ariana R. Fileman, located at 1107 W. Marion Ave., Suite 112, Punta Gorda, Florida 33950, as its agent to accept service of process within Florida.

Boca Lago at Vivante Neighborhood Association, Inc., a  
Florida not for profit corporation

By: 

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Ariana R. Fileman, Registered Agent

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