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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
6/20



**LETTER OF TRANSMITTAL**

**Date: 6/16/06**

**Attn: Division of Corporations**

**Florida Department of State**

**2661 Executive Center Circle**

**Tallahassee, FL 32301**

**Reference: Bella Terra Villas HOA**

ORIGINALS	COPIES	DESCRIPTION
1		Fl. Depart of State check for \$78.75 –filing fee Bella Terra
1		Articles of Incorporation 1 Original, 1 copy

*Jeanie Kazel*

*Land Administrator/Coordinator*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BELLA TERRA VILLAS II**  
**HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation shall be **Bella Terra Villas II Homeowners Association, Inc.** (hereinafter referred to as the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the Association is located at 13100 Westlinks Terrace, Fort Myers, Florida 33913.

**ARTICLE III**  
**PURPOSE OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the residence lots and common area within that certain tract of property (the "Property") described in the Declaration of Covenants, Conditions and Restrictions of Bella Terra Villas II, recorded or to be recorded in the Office of the Clerk of the Circuit Court, Lee County, Florida (the "Declaration") and as the same may be amended from time to time as therein provided, and to promote the health and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a board of not less than three (3) directors nor more than seven (7), who need not be members of the Association (the "Board"). The manner in which the directors are elected or appointed is as stated in the bylaws of the Association ("Bylaws"). The initial number of directors shall be three (3) and may be changed by amendment of the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

Kevin Clark - 13100 Westlinks Terrace, Fort Myers, Florida 33913

Norman Hash - 13100 Westlinks Terrace, Fort Myers, Florida 33913

Steve Williams - 13100 Westlinks Terrace, Fort Myers, Florida 33913

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Association shall be located at 13100 Westlinks Terrace, Fort Myers, Florida 33913, and the initial registered agent of the Association shall be Kevin Clark.

**ARTICLE VI**  
**POWERS OF THE ASSOCIATION**

1. The general powers that the Association shall have include all proper acts, necessary or incidental, for the benefit and protection of the Association, to transact any lawful business, and to exercise all powers granted to homeowners' associations by the laws of Florida.
2. In addition to the powers set forth above, the Association shall have all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:
3. To perform all the duties and obligations of Association set forth in the Declaration and Bylaws, as herein provided.
4. To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions and agreements governing or binding Association and the Property.
5. To operate, maintain and manage the surface water management system for the Property including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associates buffer areas, and wetland mitigation areas, in a manner consistent with the South Florida Water Management District ("SFWMD") permit requirements and applicable SFWMD rules; to contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company; and to assist in the enforcement of the covenants and restrictions in the Declaration which relate to the surface water management system.

6. To require all owners of residential lots within the Property to be members of the Association.
7. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water management system.
8. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and Bylaws.
9. To pay all operating costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Property.
10. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property in connection with the functions of Association except as limited by the Declaration.
11. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.
12. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of the Association's property, to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.
13. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.
14. To establish, adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, the Property as provided in the Declaration and to effectuate all of the purposes for which the Association is organized.
15. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise, and to take any other action necessary for the purposes for which the Association is organized.
16. To employ personnel and retain independent contractors to contract for management of the Association and the Property as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association.
17. To contract for services to be provided to, or for the benefit of, the Association, members of the Association, and the Property as provided in the Declaration such as, but not limited to, telecommunication services, maintenance, garbage pick-up, and utility services.

18. To establish committees and delegate certain of its functions to those committees.
19. To sue and be sued in the name of the Association.

#### **ARTICLE VII** **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described herein. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

#### **ARTICLE VIII** **VOTING RIGHTS**

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: "Class A Members" shall be all owners of any lot shown upon any recorded plat of the Property (the "Lot" or "Lots"), excluding Declarant. Each Class A Member shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to such a Lot.

Class B: The "Class B Member" shall be the Declarant (as defined in the Declaration), who shall be entitled to six (6) votes for each Lot owned. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease and be converted to Class A membership upon the first to occur of any of the following events:

- A. The total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or
- B. Ten (10) years from the date of the original recording of the Declaration in the public records of Lee County, Florida; or
- C. At the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

## **ARTICLE IX**

### **DISSOLUTION**

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, or other organization to be used for purposes similar to those for which this Association was created.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility of the Association, if any, for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved in writing by SFWMD prior to such termination, dissolution, or liquidation.

## **ARTICLE X**

### **DURATION**

The 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 perpetually.

## **ARTICLE XI**

### **AMENDMENTS**

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

## **ARTICLE XII**

### **BYLAWS**

The Bylaws shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

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**ARTICLE XIII**  
**INDEMNIFICATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

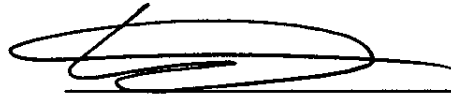
In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XIV**  
**INCORPORATOR**

The name and address of the incorporator for these Articles of Incorporation is:

Kevin Clark  
13100 Westlinks Terrace, Fort Myers, Florida 33913

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 15<sup>th</sup> day of June 2006.

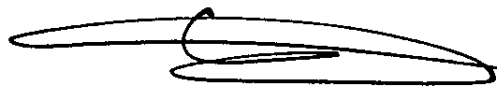
  
\_\_\_\_\_  
Incorporator

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**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

Dated this 15<sup>th</sup> day of June 2006.

  
\_\_\_\_\_  
Registered Agent