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Bellerawalk at Ave Maria Community Association, Inc

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BELLERAWALK AT AVE MARIA COMMUNITY ASSOCIATION, INC.
ARTICLES OF INCORPORATION

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BELLERAWALK AT AVE MARIA COMMUNITY ASSOCIATION, INC.
ARTICLES OF INCORPORATION

Pursuant to Chapter 617, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation under the Florida Not-for-Profit Business Corporation Act. These Articles of Incorporation are referred to herein as the "BelleraWalk at Ave Maria Articles".

ARTICLE I

NAME: The name of the corporation, herein called the "BelleraWalk at Ave Maria Community Association", is BelleraWalk at Ave Maria Community Association, Inc., and its address is 9148 Bonita Beach Road, Suite 102, Bonita Springs, FL 34135.

ARTICLE II

DEFINITIONS: The definitions set forth in the BelleraWalk at Ave Maria Declaration of Covenants, Conditions and Restrictions and Section 720.301, F.S., (2005), shall apply to the terms used in these BelleraWalk at Ave Maria Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the BelleraWalk at Ave Maria Community Association is organized is to provide a "homeowners' association" entity pursuant to Section 720.301, F.S. (2005) to operate BelleraWalk at Ave Maria, located in Collier County, Florida. The BelleraWalk at Ave Maria Community Association is organized and shall exist on a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the BelleraWalk at Ave Maria Community Association shall be distributed or inure to the private benefit of any BelleraWalk at Ave Maria Member, Director or officer. For the accomplishment of its purposes, the BelleraWalk at Ave Maria Community Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under Chapter 617, F.S. and of a homeowners' association under Chapter 720, F.S., except as expressly limited or modified by the BelleraWalk at Ave Maria Documents and it shall have all of the powers and duties reasonably necessary to operate BelleraWalk at Ave Maria pursuant to the BelleraWalk at Ave Maria Documents as they may hereafter be amended, including but not limited to the following:

(A) To make and collect BelleraWalk at Ave Maria Assessments against BelleraWalk at Ave Maria Members to defray the costs, expenses and losses of the BelleraWalk at Ave Maria Community Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the BelleraWalk at Ave Maria Community Association property.

(C) To purchase insurance for the protection of the BelleraWalk at Ave Maria Community Association and the BelleraWalk at Ave Maria Members.

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(D) To repair and reconstruct improvements after casualty, and to make further improvements of the BelleraWalk at Ave Maria Community Association property.

(E) To make, amend and enforce BelleraWalk at Ave Maria Rules and Regulations.

(F) To approve or disapprove the transfer, leasing and occupancy of Parcels to the extent provided in the BelleraWalk at Ave Maria Documents.

(G) To enforce the provisions of the laws of the State of Florida that are applicable to BelleraWalk at Ave Maria and the BelleraWalk at Ave Maria Documents.

(H) To contract for the management and maintenance of BelleraWalk at Ave Maria and the BelleraWalk at Ave Maria Community Association property, and any property or easements and related improvements that are dedicated to the BelleraWalk at Ave Maria Community Association by plat, and to delegate any powers and duties of the BelleraWalk at Ave Maria Community Association in connection therewith except such as are specifically required by law or by the BelleraWalk at Ave Maria Documents to be exercised by the BelleraWalk at Ave Maria Board of Directors or the BelleraWalk at Ave Maria Members.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of BelleraWalk at Ave Maria.

(J) To borrow money as necessary to perform its other functions hereunder.

(K) To grant, modify or move any easement.

(L) To acquire, own, lease and dispose of any real and personal property.

(M) To sue and be sued.

(N) To maintain and operate the portions of the Surface Water Management System located within BelleraWalk at Ave Maria, unless the same is the responsibility of Ave Maria Master Association, Inc. or Ave Maria Stewardship Community District.

All funds and the title to all property acquired by the BelleraWalk at Ave Maria Community Association shall be held for the benefit of the BelleraWalk at Ave Maria Members in accordance with the provisions of the BelleraWalk at Ave Maria Documents. In the event of termination, dissolution or final liquidation of the BelleraWalk at Ave Maria Community Association, the responsibility for the operation and maintenance of BelleraWalk at Ave Maria, including any property or easements and related improvements that are dedicated to the BelleraWalk at Ave Maria Community Association by plat, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation.

ARTICLE IV

MEMBERSHIP:

(A) The BelleraWalk at Ave Maria Members shall be the record owners of a fee simple

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interest in one (1) or more Parcels. Class "A" BelleraWalk at Ave Maria Members are all owners other than BelleraWalk at Ave Maria Developer. The Class "B" BelleraWalk at Ave Maria Member is the BelleraWalk at Ave Maria Developer as further provided in the BelleraWalk at Ave Maria Declaration and the BelleraWalk at Ave Maria Bylaws.

(B) The share of a BelleraWalk at Ave Maria Member in the funds and assets of the BelleraWalk at Ave Maria Community Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.

(C) Except as otherwise provided in the BelleraWalk at Ave Maria Declaration and BelleraWalk at Ave Maria Bylaws with respect to the Class "B" BelleraWalk at Ave Maria Member, the owners of each Parcel, collectively, shall be entitled to one (1) vote in BelleraWalk at Ave Maria Community Association matters. The manner of exercising voting rights shall be as set forth in the BelleraWalk at Ave Maria Declaration and the BelleraWalk at Ave Maria Bylaws.

ARTICLE V

TERM: The term of the BelleraWalk at Ave Maria Community Association shall be perpetual.

ARTICLE VI

BYLAWS: The BelleraWalk at Ave Maria Community Association Bylaws may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the BelleraWalk at Ave Maria Community Association shall be administered by a BelleraWalk at Ave Maria Board of Directors consisting of the number of Directors determined by the BelleraWalk at Ave Maria Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the BelleraWalk at Ave Maria Community Association shall initially be appointed by and shall serve at the pleasure of the BelleraWalk at Ave Maria Developer, and on the BelleraWalk at Ave Maria Turnover Date and subsequently shall be elected by the BelleraWalk at Ave Maria Class "A" Members in the manner determined by the BelleraWalk at Ave Maria Bylaws. Directors may be removed and vacancies on the BelleraWalk at Ave Maria Board of Directors shall be filled in the manner provided by the BelleraWalk at Ave Maria Bylaws.

(C) The business of the BelleraWalk at Ave Maria Community Association shall be conducted by the officers designated in the BelleraWalk at Ave Maria Bylaws. The officers shall be elected each year by the BelleraWalk at Ave Maria Board of Directors at its first meeting after the annual meeting of the BelleraWalk at Ave Maria Members, and they shall serve at the pleasure of the BelleraWalk at Ave Maria Board of Directors. The initial Directors are as follows:

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William B. Long
c/o DiVosta Homes, L.P.
3459 Pine Ridge Road, Suite 801
Naples, FL 34109

✓ Reid Schermer
c/o DiVosta Homes, L.P.
3459 Pine Ridge Road, Suite 801
Naples, FL 34109

Scott Brooks
-c/o DiVosta Homes, L.P.
3459 Pine Ridge Road, Suite 801
Naples, FL 34109

The initial Officers are: Scott Brooks, President; Reid Schermer, Vice President; and William B. Long, Secretary/Treasurer.

ARTICLE VIII

AMENDMENTS: Amendments to these BelleraWalk at Ave Maria Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these BelleraWalk at Ave Maria Articles may be proposed by a majority of the BelleraWalk at Ave Maria Board of Directors. However, subsequent to the BelleraWalk at Ave Maria Turnover Date, amendments may be proposed by either the BelleraWalk at Ave Maria Board of Directors or by a written petition to the BelleraWalk at Ave Maria Board of Directors, signed by Neighborhood Voting Representatives representing at least 1/4 of the BelleraWalk at Ave Maria Members.

(B) Procedure. Upon any amendment to these BelleraWalk at Ave Maria Articles being proposed by said BelleraWalk at Ave Maria Board of Directors or BelleraWalk at Ave Maria Members, such proposed amendment shall be submitted to a vote of the BelleraWalk at Ave Maria Members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Amendments shall be adopted by the BelleraWalk at Ave Maria Board of Directors. However, subsequent to the BelleraWalk at Ave Maria Turnover Date, a proposed amendment shall be adopted if it is approved by the Neighborhood Voting Representatives representing at least 2/3 of the Class "A" BelleraWalk at Ave Maria Members at any annual or special meeting called for the purpose. As long as BelleraWalk at Ave Maria Developer owns a Parcel, an amendment to the BelleraWalk at Ave Maria Articles of Incorporation shall not be effective without the prior written consent of BelleraWalk at Ave Maria Developer, which consent may be denied in BelleraWalk at Ave Maria Developer's discretion, provided, further, that regardless of whether BelleraWalk at Ave Maria Developer owns a Parcel, no amendment shall be effective if it affects the BelleraWalk at Ave Maria Developer's rights or alters any provision made for the BelleraWalk at Ave Maria Developer's benefit. In the event that the BelleraWalk at Ave Maria Developer and/or the BelleraWalk at Ave Maria Board of Directors determines that voting will be undertaken by one (1) or more BelleraWalk at Ave Maria Neighborhoods, then an amendment that applies solely to that/those BelleraWalk at Ave Maria Neighborhood(s) must be approved by the

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BelleraWalk at Ave Maria Neighborhood Voting Representatives representing not less than 2/3 of the BelleraWalk at Ave Maria Members in the applicable BelleraWalk at Ave Maria Neighborhood(s).

(D) Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the BelleraWalk at Ave Maria Community Association shall indemnify and hold harmless every Director, committee member and every officer of the BelleraWalk at Ave Maria Community Association against all expenses and liabilities, including attorney 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, committee member or officer of the BelleraWalk at Ave Maria Community 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 BelleraWalk at Ave Maria Community Association, in a proceeding by or in the right of the BelleraWalk at Ave Maria Community Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director, committee member or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director, committee member or officer derived an improper personal benefit.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director, committee member or officer may be entitled.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

Scott Brooks
c/o DiVosta Homes, L.P.
3459 Pine Ridge Road, Suite 801
Naples, FL 34109

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ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Scott Brooks
c/o DiVosta Homes, L.P.
3459 Pine Ridge Road, Suite 801
Naples, FL 34109

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business within the State of Florida, under the law of Florida, makes and files these BelleraWalk at Ave Maria Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 20th day of June, 2006.



Scott Brooks, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BelleraWalk at Ave Maria Community Association, Inc.

2. The name and address of the registered agent and office is:

Scott Brooks
c/o DiVosta Homes, L.P.
3459 Pine Ridge Road, Suite 801
Naples, FL 34109



Scott Brooks, President

DATE 6-22-06

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

Scott Brooks

DATE 6-22-06

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