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TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Mirabella Villas Commons Association, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Katrina Torske, Becker & Poliakoff, P.A.
Name (Printed or typed)

14241 Metropolis Avenue
Address

Fort Myers, Florida 33912
City, State & Zip

239.433.7707
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MIRABELLA VILLAS COMMONS ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Robert A. Lee, Jr. whose address is 4002 Del Prado Boulevard South, Cape Coral, Florida 33904, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation is Mirabella Villas Commons Association, Inc. sometimes hereinafter referred to as the "Commons Association."

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the Commons Association is located at 4002 Del Prado Boulevard South, Cape Coral, Florida 33904.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Commons Association is organized is to provide an entity for the ownership, maintenance, and operation of certain recreational and other common facilities serving Mirabella Villas, located in Lee County, Florida. Mirabella Villas consists of the land described in Exhibit "A" to the Declaration of Covenants for Mirabella Villas ("the Declaration"), to which these Articles of Incorporation are to be attached as Exhibit "C", and the improvements to be constructed thereon.

The Commons Association will not permit pecuniary gain or profit nor distribution of its income to its Members, officers or Directors. All funds and the title to all property by the Commons Association shall be held for the benefit of the Members and their respective Unit Owners in accordance with the provisions of these Articles of Incorporation and the Bylaws. For the accomplishment of its purposes, the Commons Association 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 and the Declaration recorded or to be recorded in the Public Records of Lee County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the following powers:

(A) To own, acquire and convey land, and to operate, maintain and manage those lands owned or to be owned by the Commons Association and such other lands which the Commons Association is responsible to maintain, including the land described in Exhibit "B" to the Declaration.

(B) To operate, maintain, manage and keep in good repair, improvements and amenities upon lands owned by the Commons Association and upon lands which the Commons Association is responsible to maintain for the use of the Commons Association's Members and their respective Unit Owners.

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(C) To make available to the Members of the Commons Association 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.

(D) To assess against the Members of the Commons Association, fees for the operation and maintenance of the Commons Association property in order to enable the Commons Association to perform its purposes as set forth in the Declaration, herein, and in the Bylaws of the Commons Association, and such other purposes as may be allowed by law.

(E) To borrow or raise money for any of the purposes of the Commons Association and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Commons Association.

(F) To participate in mergers and consolidations with other Florida not-for-profit corporations organized for the operation of property within or without Mirabella Villas, or annex additional property and Common Areas, provided that any such merger, consolidation or annexation shall have the assent of all of the Members.

(G) To sue and be sued; and to enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Common Areas.

(H) To operate and maintain the Surface Water Management System in accordance with the permit requirements of SFWMD, Lee County, the City of Cape Coral, and any other governmental permits therefor.

ARTICLE IV

MEMBERSHIP:

(A) The Members of this Commons Association shall be any and every Florida corporation not for profit which is created for the purpose of operating any residential neighborhood located within Mirabella Villas. If any Member Association is voluntarily dissolved, that Association's membership shall be transferred to another corporation, or to a trustee, which shall have and exercise such Association's membership rights, obligations and privileges as long as this Commons Association exists.

(B) Whenever a vote of the Members is required, each Member shall be entitled to one (1) vote in Commons Association matters for each Unit it operates. 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 Commons Association cannot be assigned, withdrawn or transferred in any manner except as an appurtenance to the property the Commons Association operates.

ARTICLE V

TERM: The term of the Commons Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Commons Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests.

(B) **Procedure.** A proposed amendment must be submitted to a vote of the Members not later than the next annual meeting for which proper notice can still be given.

(C) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Commons Association, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in the Bylaws, provided that notice of any proposed amendment must be given to the Members of the Association, and the notice must contain the full text of the proposed amendment.

(D) **Effective Date.** An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS:

(A) The affairs of the Commons Association will be administered by a Board of Directors consisting of the number of Directors set forth in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision to the contrary shall consist of three (3) Directors.

(B) Directors of the Commons Association shall be elected by the Members 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.

The names of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Lee, Jr.	4002 Del Prado Boulevard South, Cape Coral, Florida 33904
Michael DiFede	4002 Del Prado Boulevard South, Cape Coral, Florida 33904
Scott Lee	4002 Del Prado Boulevard South, Cape Coral, Florida 33904

ARTICLE IX

OFFICERS: The business of the Association shall be conducted by a president, vice president, secretary and treasurer, and other such officers as may be designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting after the annual meeting of the Members and shall serve at the pleasure of the Board. The names and addresses of the initial officers who shall serve until their successors are designated by the Board are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Robert A. Lee, Jr.	President	4002 Del Prado Boulevard South, Cape Coral, Florida 33904
Michael DiFede	Vice President	4002 Del Prado Boulevard South, Cape Coral, Florida 33904
Scott Lee	Secretary/Treasurer	4002 Del Prado Boulevard South, Cape Coral, Florida 33904

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Commons Association shall indemnify and hold harmless every Director and every officer of the Commons Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he/she may be a party because of his/her being or having been a Director or officer of the Commons Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her 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 Commons Association, in a proceeding by or in the right of the Commons 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/her action was unlawful or had reasonable cause to believe it was lawful.

(C) A transaction from which the Director or officer derived or sought to derive an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Commons Association or a Member.

(E) Wrongful conduct by Directors or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Commons Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Commons Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

ARTICLE XI

INITIAL REGISTERED OFFICE, ADDRESS AND NAME OF REGISTERED AGENT:

The initial registered office of this Corporation shall be at 14241 Metropolis Avenue, Fort Myers, Florida 33912 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent of the Corporation shall be Samuel K. Hodgdon whose address is 14241 Metropolis Avenue, Fort Myers, Florida 33912.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the date and year set forth below.

BY: [Signature]
Robert A. Lee, Jr.

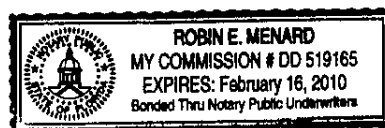
DATED: 6/6/06

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 6th day of June, 2006, by Robert A. Lee, Jr., who is personally known to me or who has produced [Signature] as identification.

Notary Signature [Signature]
Print Name: Robin E. Menard

My Commission Expires: 2-16-10



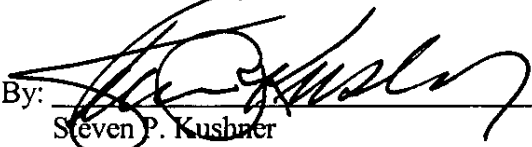
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

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 Lee, State of Florida, the corporation named in the said Articles has named Steven P. Kushner, 14241 Metropolis Avenue, Fort Myers, Florida 33912, as its statutory registered agent.

Having been named the statutory agent of said Corporation at the place designated in this certificate, we 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.

Becker & Poliakoff, P.A.

By: 
Steven P. Kushner

DATED this 2nd day of June, 2006.

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