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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BOCA LAGO AT VIVANTE II CONDOMINIUM ASSOCIATION, INC**

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## ARTICLES OF INCORPORATION

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### BOCA LAGO AT VIVANTE II CONDOMINIUM ASSOCIATION, INC.

The undersigned hereby submits these articles for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

#### ARTICLE I

##### Name

The name of the corporation shall be BOCA LAGO AT VIVANTE II CONDOMINIUM ASSOCIATION, INC., which corporation shall herein be referred to as the "Association", and its initial mailing address is 4300 Marsh Landing Boulevard, Suite 202, Jacksonville Beach, Florida 32250.

#### ARTICLE II

##### Purpose

1. The purpose for which the corporation is organized is for the operation and management of condominium buildings and grounds for the use and benefit of the owners of the condominium units of Boca Lago at Vivante II, A Condominium, to be located in Charlotte County, Florida, and described in the Declaration of Condominium for said condominium, and for any other purpose permitted under Florida Law.

2. The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

#### ARTICLE III

##### Powers

1. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

2. The Corporation shall have all of the powers and duties contemplated in the Florida Condominium Act together with all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties which the Bylaws may set forth in more detail shall include, but shall not be limited to, the following specific powers and duties:

a. To make and collect assessments against members as Unit Owner for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Condominium.

b. To buy, sell, trade, lease or encumber property, real or personal, and to construct additional improvements of the Condominium.

c. To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium property or any property owned or leased by the Association for use by the unit owners of the Condominium.

d. To acquire and purchase insurance for the Condominium property and for the protection of the Association and the unit owners.

Ariana R. Fileman, Esq.  
Moore and Waksler, P.L.  
1107 W. Marion Ave., Suite 112  
Punta Gorda, FL 33950  
Florida Bar No. 0990612  
Telephone: (941) 637-1955

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e. In the manner provided in the Association Bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property in the Condominium, and for the benefit, health, safety, welfare and happiness of the Condominium unit owners.

f. To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Corporation and such rules and regulations as may be promulgated.

g. To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of units in the manner provided for in the Declaration of Condominium or the Association Bylaws.

h. To employ personnel to perform the services required for proper operation of the Condominium.

i. To lease, maintain, repair and replace the Common Elements.

j. To purchase a unit or units of the Condominium for any purpose and to hold, lease, mortgage or convey such units on terms and conditions approved by the Board of Directors.

k. To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

l. To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from unit owners, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including but not limited to the making of Assessments, promulgation of rules and execution of contracts on behalf of the Corporation.

m. To maintain and operate the Surface Water Management System Facilities as permitted by the Southwest Florida Water Management District, including, but not limited to, all lakes, retention areas, culverts and related appurtenances.

n. In the event the Association ceases to exist, to dedicate, convey, assign or transfer the Condominium 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.

#### **ARTICLE IV** **Corporate Existence**

This Association shall continue to exist so long as the Condominium known as Boca Lago at Vivante II, a Condominium, shall be in existence.

#### **ARTICLE V** **Directors**

1. The business of this Corporation shall be conducted by a Board of Directors having three (3) Directors or as otherwise determined by the Bylaws. Until control of the Corporation is transferred to unit owners other than the Developer, the Developer shall be entitled to designate directors to the extent permitted by the Florida Condominium Act. The directors which the Developer has the right to appoint need not be members. Except for directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the

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Association, in the manner determined in the Bylaws.

The initial Board of Directors shall be comprised of three (3) persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

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

2. The election or appointment of Directors, their removal or the filling of vacancies on the Board of Directors shall be as stated in the Bylaws of the Association.

#### **ARTICLE VI** **Officers**

1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Corporation shall be elected for a term of three (3) years, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefore in the Bylaws of the Corporation. Until transfer of the control of the Corporation to the Unit Owners other than the Developer has been accomplished, the officer need not be directors or members.

2. The names of the persons who shall serve as the first officers are:

President	Gabriel M. Bove
Vice-President	James S. Yoder
Secretary	Phyllis Bove
Treasurer	Gabriel M. Bove

#### **ARTICLE VII** **Members**

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of Units in the Condominium. Transfer of a Unit ownership, either voluntarily or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Unit shall only be entitled to one vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the Bylaws established for the Corporation.

#### **ARTICLE VIII** **Indemnification**

The Corporation shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, including

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reasonable attorneys' fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE IX Amendments

Amendments to the Articles of Incorporation shall be made in the following manner:

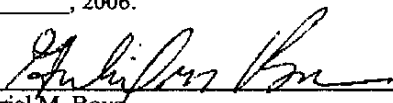
1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Association, the Board shall direct that resolution to be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and provisions for adoption by members shall not apply.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Association entitled to vote thereon.
4. No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the Condominium documents without the written consent of the Developer.

#### ARTICLE X Incorporator and Registered Agent

The name and address of the Incorporator are Gabriel M. Bove, 4300 Marsh Landing Blvd, Suite 202, Jacksonville Beach, Florida 32082.

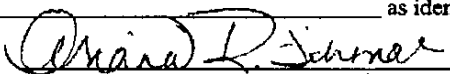
The corporation's initial registered office shall be located at 1107 West Marion Avenue, Suite 112, Punta Gorda, Florida 33950, and the Incorporator and initial Registered Agent at such address shall be Ariana R. Fileman.

IN WITNESS WHEREOF, the subscriber, being the undersigned person, named as Incorporator, has hereunto set his hand and seal, this 2nd day of August, 2006.

  
Gabriel M. Bove

STATE OF FLORIDA           )  
COUNTY OF CHARLOTTE    )

The foregoing instrument was acknowledged before me this 2nd day of August, 2006, by Gabriel M. Bove, as Incorporator of Boca Lago at Vivante II Condominium Association, Inc., on behalf of said corporation. He is personally known to me or has provided \_\_\_\_\_ as identification.

  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: Ariana R. Fileman  
My Commission Expires: \_\_\_\_\_

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**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 is submitted:

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

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

By: 

Gabriel M. Bove, Incorporator

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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