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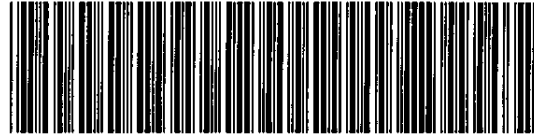
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
2/27

1007-8259

Merrill A. Bookstein
Counselor at Law, P.A.

2385 Executive Center Drive
Suite 100
Boca Raton, Florida 33431

(561)361-9454
Fax: (561)361-9843
Email: mbookstein@aol.com

February 26, 2007

Via FedEx

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ATTEN: RUBY DUNLAP – NEW FILING SECTION

Re: Villa's of Angels Homeowners Association, Inc.
Ref No. W07000008259

Dear Ms. Dunlap:

As per your February 16, 2007 letter, attached please find the following documents regarding the above matter:

1. Copy of your February 16, 2007 letter; and
2. Original and one copy of the Articles of Incorporation with the requested revisions made to same.

Very truly yours,

MERRILL A. BOOKSTEIN
COUNSELOR AT LAW, P.A.

Merrill A. Bookstein





FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2007

MERRILL A BOOKSTEIN, COUNSELOR AT LAW, P.A.
2385 EXECUTIVE CENTER DRIVE
SUITE 100
BOCA RATON, FL 33431

SUBJECT: VILLA'S OF ANGELS HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W07000008259

We have received your document for VILLA'S OF ANGELS HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 207A00011718

RECEIVED

07 FEB 27 PM 2:26

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 FEB 27 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VILLA'S OF ANGELS HOMEOWNERS ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

In compliance with F.S. 617, Florida Statutes (the "Act"), and for the purpose of forming a corporation not for profit, Robert Lee Shapiro, P.A., as Incorporator, does hereby acknowledge:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Villa's of Angels Homeowners Association, Inc. ("Association").

ARTICLE II
PRINCIPAL OFFICE

The street address of the principal office of the Association is 225 NW 3rd Avenue, Boynton Beach, FL 33435.

ARTICLE III
REGISTERED OFFICE - REGISTERED AGENT

The street address of the Registered Office of the Association is 9406 Spanish Moss Road, W., Lake Worth, Florida 33467. The name of the Registered Agent of the Association is Signature Properties & Investments, LLC.

ARTICLE IV
DEFINITIONS

The definitions in the Declaration of Villa's of Angels ("Declaration") recorded, or to be recorded, in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE V
TERM

The Association shall exist in perpetuity.

ARTICLE VI
PURPOSE

To provide oversight services for the community known as Villa's of Angles Homeowners Association, Inc., a corporation not for profit, and to perform its duties as more particularly described in the Declaration.

ARTICLE VII
NOT FOR PROFIT

The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its Members. The Association shall make no distribution of income to its Members, Directors or Officers.

ARTICLE VIII
POWERS

The Association shall, subject to the privileges, limitations and reservations set forth in the Declaration, have: (i) all the powers, privileges and duties as provided by the Act and applicable law as reasonably necessary to perform and discharge

its obligations pursuant to the Declaration and operate the Association and operate and maintain the Common Area; (ii) all the powers, privileges and duties of an Association pursuant to FS 720.

ARTICLE IX MEETINGS

Unless otherwise waived by the Class B Member, the Association shall have an annual meeting of Members. The Association may make provisions for regular and special meetings of Members, all as more particularly set forth in the By-Laws.

ARTICLE X MEMBERSHIPS

The Association shall have two (2) classes of Members as follows:

(a) Class A. Each Owner, including the Developer with respect to the Dwellings owned by the Developer, shall be a Class A Member.

(b) Class B. The Developer is the Class B Member. The Class B Membership of Developer shall cease upon the first to occur of the following:

- (i) termination of the Declaration; or
- (ii) transition of control of the Association from the Developer to the non-developer members as set forth in FS 720.307; or
- (iii) termination of the Class B Membership by delivery to the Secretary of the Association of a certificate executed by the Developer stating that Developer elects to terminate its Class B Membership.

Notwithstanding its Class B Membership, after transition of control of the Association, the Developer shall retain any voting rights it may have as a Class A Member.

ARTICLE XI VOTING RIGHTS

The Members shall have the following voting rights:

(a) General. The Class A Members shall have a cumulative total of six (6) votes.

The Class B Member shall have twelve (12) votes.

(b) Co-Ownership. When more than one Person owns an interest in a Dwelling ("Co-Owners"), all Co-Owners shall be Members, but only one Co-Owner shall be entitled to exercise the voting rights allocated to the Dwelling. All Co-Owners shall appoint one Co-Owner to exercise the voting rights allocated to the Dwelling, by written designation provided to the Secretary of the Association. Fractional votes or not permitted. Such votes shall be exercised as a single vote or not at all. Where no voting Co-Owner is appointed, the Co-Owners shall not be entitled to vote until a voting Co-Owner is appointed.

Notwithstanding the foregoing, the non-voting Co-Owner(s) shall be jointly and severally responsible for all of the obligations imposed in accordance with the Declaration and shall be entitled to all other benefits of ownership.

(c) Binding Effect. All actions taken by the Association in reliance upon the voting procedures established herein, or in the Bylaws, shall be binding on all Members, including Co-Owners, their successors and assigns.

(d) Legal Entities. If a Member entitled to vote is a legal entity, such vote shall be cast by the President, Managing Member, General Partner or other authorized representative absent a contrary designation by a certificate signed by an appropriate officer or agent of the entity and filed with the Secretary of the Association.

(e) Restrictions. All voting rights shall be subject to the restrictions and limitations provided in the Declaration and Act.

(f) Required Votes. Any action of the Association which requires a vote of the Members shall: (i) prior to the Turnover Date, require the majority vote of the Class B Members; (ii) after the Turnover Date, require a majority vote of the Class A Members, except as provided in the Declaration to the contrary.

ARTICLE XII BOARD OF DIRECTORS

All powers shall be exercised by, or under the authority of, and the business and affairs of the Association managed under the direction of the Board, subject to any limitations set forth in the Declaration, Articles and By-Laws.

The Board shall initially consist of five (5) Directors. After the Turnover Date, the Board shall consist of three (3) Directors. Directors need not be Members of the Association.

Prior to the termination of the Class B Membership, the number of Directors may be increased or decreased as determined by the Class B Member. After termination of the Class B Membership, the number of Directors on the Board may be increased or decreased as determined by the Class A Members.

Unless otherwise agreed in writing by the Class B Member to the contrary, until the Turnover Date, all Directors shall be elected by the Class B Member. While entitled to elect Directors, the Class B Member shall be entitled to fill any vacancy in the Board caused by the resignation or failure to serve of a Director appointed by it or to remove and replace any Director appointed by it.

The election, or appointment, as the case may be, of Directors shall be held at the annual meeting, or, if waived, appointed by written designation on an annual basis. Appointed Directors shall serve until they are replaced or resign, as the case may be. Elected Directors shall be elected, or appointed, as the case may be, for a term expiring on the date of the next annual meeting.

The Directors named in these Articles shall serve until the next election or appointment of Directors.

The names and addresses of the first Board, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Angela McKennon	4103 Artesa Drive Boynton Beach, Florida 33436
Osted McFarlane	4265 NW 9 th Street Delray Beach, Florida 33445
Evelyn Odom	8591 Winnipisaukee Way Lake Worth, Florida 33467

Minzilin McFarlane

4265 NW 9th Street
Delray Beach, Florida 33445

Michael Evans

3440 Ocean Parkway
Boynton Beach, Florida 33435

ARTICLE XIII DISSOLUTION

In the event of the dissolution of the Association other than incident to a merger or consolidation, any Member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and fulfill its purpose in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and fulfillment of its purpose.

ARTICLE XIV AMENDMENTS

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

(a) Proposal. Prior to the termination of the Class B Membership, amendments to these Articles may be proposed only by the Class B Member. After termination of the Class B Membership, amendments to these Articles may be proposed by any Member.

Any proposed amendment must be adopted by resolution by the Board.

(b) Call for Meeting. Upon the adoption of a resolution by the Board proposing an amendment, the Association shall thereupon call a special meeting of the Members, unless it is to be considered at an annual meeting. The Secretary shall give each Member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than fifteen (15) or more than sixty (60) days before the date of the meeting, either personally or by first class mail, addressed to the Member at the address as it appears on the books of the Association.

(c) Vote Necessary. If a vote of the Members is required, the proposed amendment shall be submitted to a vote of the Members entitled to vote at a special or annual meeting of the Members. In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of: (i) a majority of the Board; (ii) prior to the Turnover Date, a majority of the votes of all classes; (iii) after the Turnover Date, a 80% of the Class A votes, except as provided in the Declaration to the contrary.

(d) By Written Statement. Notwithstanding the provisions of (c) above, the required number of the Board or Members eligible to vote may sign an action in lieu of meeting adopting the amendment.

(e) Filing. Articles of Amendment containing the approved amendment shall be executed by the Association by its President or Vice President and attested by its Secretary or Assistant Secretary. The Articles of Amendment shall set forth:

- (i) The name of the corporation.
- (ii) The amendment(s) so adopted.
- (iii) The date of the adoption of the amendment.

Articles of Amendment shall be filed, together with the appropriate filing fees, within ten (10) days after approval with the office of the Secretary of State of Florida for approval.

(f) Limitations. Notwithstanding anything in the Declaration, Articles or By-Laws to the contrary:

(i) prior to the Completion Date, any action of the Association which materially and adversely affects the interest of Developer shall require the prior written consent of the Developer;

(ii) there shall be no amendment which shall in any manner conflict with, reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration;

(iii) except as specifically provided herein, there shall be no amendment which shall abridge, reduce, amend or modify the rights of: (a) any Member and/or any Developer, without the prior written consent of such Member or Developer, which may be granted or denied in its sole discretion; and (b) any Lender without the prior written consent of such Lender.

ARTICLE XV INCORPORATORS

The name and address of the Incorporator of this corporation is Robert Lee Shapiro, P.A., 2401 PGA Boulevard, Suite 272, Palm Beach Gardens, Florida 33410.

ARTICLE XVI OFFICERS

Subject to the direction of the Board, the affairs of the Association shall be administered by the Officers of the Association. Prior to the Turnover Date, all Officers of the Association shall be appointed by the Class B Member. After the Turnover Date, all Officers of the Association shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The By-Laws may provide for the removal from office of Officers, for filling vacancies and for the duties of the Officers.

The Board shall elect a President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine.

The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	Osted McFarlane 4265 NW 9 th Street Delray Beach, Florida 33445
Vice President:	Angela McKennon 4103 Artesa Drive Boynton Beach, Florida 33436
Secretary:	Minzilin McFarlane 4265 NW 9 th Street Delray Beach, Florida 33445
Treasurer:	Evelyn Odom 8591 Winnipesaukee Way Lake Worth, Florida 33467

ARTICLE XVII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall, and does hereby, indemnify and hold harmless every Director and Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding 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 Officers may be entitled.

ARTICLE XVIII
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors, Officers or Members, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Directors, Officers, or Members are officers, directors, shareholders, members, partners or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Director, Officer or Member is present at, or participates in, meetings of the Board or Committee which authorized the contract or transaction, or solely because said Officers or Directors votes are counted for such purpose. No Director, Officer or Member shall incur liability by reason of the fact that said Director, Officer or Member may be interested in any such contract or transaction.

Interested Directors, Officers or Members shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation this 5th day of Sept., 2006.

Incorporator:
Robert Lee Shapiro, P.A.

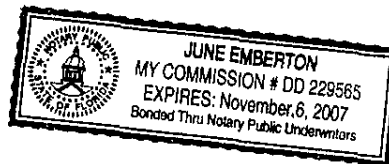
By: _____
Robert Lee Shapiro, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Robert Lee Shapiro, well known to me to be the President of Robert Lee Shapiro, P.A., under the laws of the State of Florida, executed the foregoing instrument and that the seal affixed to the said instrument was so affixed by authority of said company, and is in fact the corporate seal of the said company.

WITNESS my hand and official seal this 5th day of Sept, 2006.

Notary Public
My Commission Expires:



I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

Signature Properties & Investments, LLC

By: 

Print Name: DAVID MCFARLANE

Title: PRESIDENT

FILED
01 FEB 21 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA