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LaRosa Bella Villas Homeowners' Association, Inc.

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**ARTICLES OF INCORPORATION
OF
LAROSA BELLA VILLAS
HOMEOWNERS' ASSOCIATION, INC.
(A Florida Corporation Not for Profit)**

ARTICLE I. NAMES

The name of this Corporation is LaRosa Bella Villas Homeowners' Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws".

ARTICLE II. PURPOSES

The purposes for which the Association is organized are as follows:

1. To Manage the Association of owners established by the Declaration of Covenants and Restrictions for La Rosa Bella Villas (the "Declaration"). The Declaration was executed by Mary C. Schutte and Edward P. Schutte, as Co-Trustees of the Mary C. Schutte Revocable Trust Dated 3/19/01 (the "Declarant"), the developer.
2. To enforce the Declaration and perform all duties and responsibilities imposed upon the Association by the Declaration.
3. To carry out all duties placed upon it by these Articles, the By-Laws, the Declaration and the Florida law.

ARTICLE III. POWERS

The Association shall have the following powers:

1. The Association shall have all common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles, the By-Laws and the Declaration.
2. The Association shall have the power to administer and to enforce the provisions of these Articles, the By-Laws and the Declaration and all powers reasonably necessary to carry out the responsibilities and duties conferred upon it by these Articles, the By-Laws and the Declaration, as amended and supplemented from time to time, including but not limited to, the power to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water and storm water management system and Conservation Easement Areas. Such assessments shall be used for maintenance, and repair of the surface water and storm water management systems and Conservation structures and drainage easements.

ARTICLE IV. DUTIES

The Association shall have the following duties:

1. The Association shall have all common law and statutory duties of a corporation not for profit.
2. In Addition the Association shall have all responsibilities and duties delegated to it pursuant to the provisions of these Articles, the By-Laws and the Declaration.

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ARTICLE V. MEMBERSHIP

Every person or entity who is or becomes a record owner of any "Lot or Dwelling Unit" in the "Property" or is otherwise considered an "Owner", as those terms are defined in the Declaration, shall be a "Member" of the Association. Declarant shall also be a Member of the Association as long as it owns a Lot or Dwelling Unit in the Property. Membership is solely for those having a fee simple ownership interest and is not intended to and shall not include any persons or entities who hold an interest in real property merely as security for the performance of an obligation. All memberships in the Association shall be automatic and mandatory and shall terminate automatically when a Member becomes divested of a fee simple ownership in a Lot or Dwelling Unit in the Property.

When a corporation or partnership is the owner of a Lot or Dwelling Unit, the membership privilege shall be exercised by only one (1) individual being the one designated by the entity to cast its vote as hereinafter provided. When more than one person holds an interest in a Lot or Dwelling Unit, each person shall be a Member, even though each person does not acquire a separate right to vote.

ARTICLES VI. MANAGEMENT

1. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of two (2) persons. The Board members shall be elected by the voting membership at the times and in the manner provided in the By-Laws. The Board members may be removed and vacancies in the Board filled in the manner provided in the By-Laws.

2. The initial Board shall consist of two (2) persons, who need not be members entitled to vote in the Association, and who shall be appointed by Declarant. The initial Board named in these Articles shall serve until the Owners are entitled to elect the Board members in the manner set forth in the By-Laws. Vacancies in the initial Board appointed by Declarant may be filled by Declarant. After the election of the Board by the Owners, vacancies occurring between annual meetings of the membership shall be filled in the manner provided in the By-laws.

3. Board members shall be elected by the membership in accordance with the By-Laws at the regular annual meeting of the membership of the Corporation to be held on the first Monday of June of each year or on such other date as may be set by the vote of a majority of the membership.

4. All officers shall be elected by the Board in accordance with the By-Laws at the annual meeting of the Board to be held immediately following the annual meeting of the membership. The Board shall elect or appoint at the time and in manner set forth in the By-Laws a President, Vice President, Secretary, Treasurer, and other officers as it may deem desirable.

ARTICLE VII. BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be two (2). The names and street addresses of the persons who are to serve as the first Board are as follows:

<u>Name</u>	<u>Address</u>
Mary C. Schutte	3310 Ocean Shore Blvd. Ormond Beach, FL 32176
Edward P. Schutte	3310 Ocean Shore Blvd. Ormond Beach, FL 32176

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The number of Board members may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than two (2). All Board members shall be natural persons.

ARTICLE VII. OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	-	Mary C. Schutte 3310 Ocean Shore Blvd. Ormond Beach, FL 32176
Vice President & Treasurer	-	Edward P. Schutte 3310 Ocean Shore Blvd. Ormond Beach, FL 32176
Secretary	-	Mary C. Schutte 3310 Ocean Shore Blvd. Ormond Beach, FL 32176

ARTICLE IX. PRINCIPAL OFFICE

The initial principal office of the Association is 3310 Ocean Shore Blvd., Ormond Beach, FL 32176.

ARTICLE X. INCORPORATORS

The Incorporators are Mary C. Schutte and Edward P. Schutte, as Co-Trustees of the Mary C. Schutte Revocable Trust Dated 3/19/01. The rights and interests of the Incorporators shall automatically terminate when these Articles are filed with the Florida Secretary of State.

ARTICLE XI. BY-LAWS

By-Laws of the Association shall be adopted by the first Board and thereafter may be altered, amended or rescinded in the manner provided in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE XII. EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity, unless dissolved pursuant to the provisions of Article XIII below.

ARTICLE XIII. DISSOLUTION AND SUCCESSOR ENTITIES

The Association may be dissolved only with the consent in writing by the Owners. In the event of the dissolution of the Association, or any successor entity thereto, other than incident to a merger or consolidation, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted,

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conveyed and assigned to non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIV. SEVERABILITY

Invalidation of any of these Articles or portions thereof by judgment, court order, or operation of law shall in no way affect other provisions, which shall remain in full force and effect.

ARTICLE XV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 3310 Ocean Shore Blvd., Ormond Beach, FL 32176, and the initial Registered Agent of the Association at that address shall be Mary C. Schutte.

ARTICLE XVI. INDEMNIFICATION

The Association shall indemnify any officer, Board member or committee member or any former officer, Board member or committee member to the full extent permitted by law.

[NO FURTHER TEXT ON THIS PAGE]

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IN WITNESS WHEREOF, the Incorporators of the LaRosa Bella Villas Homeowners' Association, Inc. have hereunto affixed their signatures this 30th day of October, 2007.

MARY C. SCHUTTE REVOCABLE TRUST

Dated 3/19/01

By Mary C. Schutte
Mary C. Schutte, Co-Trustee

By Edward P. Schutte
Edward P. Schutte, Co-Trustee

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The undersigned hereby accepts the designation of Registered Agent of LaRosa Bella Villas Homeowners' Association, Inc. as set forth in Article XV of these Articles.

Mary C. Schutte
Mary C. Schutte

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 30th day of October, 2007, by Mary C. Schutte, Individually and as Co-Trustee of the Mary C. Schutte Revocable Trust Dated 3/19/01. She is personally known to me or has produced as identification.

Sheila J. Semanisin
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF VOLUSIA



Sheila J. Semanisin
Commission # DD575881
Expires September 19, 2010

Bonded Troy Pain - Insurance, Inc. 800-345-7019

The foregoing instrument was acknowledged before me this 30th day of October, 2007, by Edward P. Schutte, as Co-Trustee of the Mary C. Schutte Revocable Trust Dated 3/19/01. He is personally known to me or has produced as identification.

Sheila J. Semanisin
Notary Public, State of Florida



Sheila J. Semanisin
Commission # DD575881
Expires September 19, 2010

Bonded Troy Pain - Insurance, Inc. 800-345-7019