

DEC. 20. 2007 12:27PM

CAPITAL CONNECTION

NO. 3416 P. 1

Division of Corporations

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# No7000012170

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Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

*PortoFino Square Condominium Association, Inc.*

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CAPITAL CONNECTION

NO. 3416 P. 2  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PORTOFINO SQUARE  
CONDOMINIUM ASSOCIATION, INC.

(A Corporation not for profit under  
the laws of the State of Florida)

The undersigned hereby associate themselves into a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1  
NAME

The name of the corporation shall be PORTOFINO SQUARE, CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association."

ARTICLE 2  
PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity for the operation and management of Portofino Square, a Condominium, located at 1780 S. Nova Road Daytona Beach, FL 32114 (the "Condominium"), and to undertake the duties and acts incident to administration, management and operation of said Condominium.

2.2 The Association shall make no distributions of income to its members, directors or officers, being conducted as a non-profit organization for the benefit of its members.

ARTICLE 3  
POWERS

The Association shall have the following powers:

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3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in Chapter 718, Florida Statutes (the "Condominium Act"), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

a. To make and establish reasonable rules and regulations governing the use of the suites and the Common Elements of the Condominium.

b. To make and collect assessments against members of the Association as suite owners to defray the costs, expenses and losses of the Condominium.

c. To use the proceeds of assessments in the exercise of its powers and duties.

d. To maintain, repair, replace, operate and manage the property comprising the Condominium, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium Property.

e. To purchase insurance upon the Condominium Property and insurance for the protection of the Association

f. To approve or disapprove the transfer, leasing, mortgaging and ownership of suites if such approval is required by the Declaration of Condominium and By-Laws.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations governing the use of the Condominium Property.

h. To contract for the management of the Condominium and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the board of Directors or the membership of the Association.

i. To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation.

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

k. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium aforementioned.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

#### ARTICLE 4 MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

4.1 The members of the Association shall consist of all of the record owners of suites in the Condominium. No other persons or entities shall be entitled to membership except as provided in Paragraph 4.5 of this Article 4. After termination of the Condominium, the members of the Association shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established by recording in the public records of Volusia County, Florida, a deed or other instrument establishing a record title to a suite in the Condominium. The owner or owners designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated. The Association may require delivery to the Association of a true copy of the recorded deed as a condition of permitting a member to vote and to use the Common Elements.

4.3 The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his suite. The funds and assets of the Association belong solely to the Association subject to the limitation that same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote appurtenant to each Suite, which vote shall be exercised or cast in the manner provided in the By-Laws of the Association.

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4.5 Until such time as the Declaration of Condominium is recorded, the membership of the Association shall be comprised of the subscribers of these Articles, each of whom shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

ARTICLE 5  
PRINCIPAL OFFICE

The principal office of the Association shall be located at 949 Beville Road Daytona Beach, 32119, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 6  
DIRECTORS

6.1 The affairs of the Association will be managed by a Board consisting of either three (3) or five (5) directors. The number of members of the Board of Directors shall be provided from time to time by the By-Laws of the Association, and in the absence of such determination shall consist of three (3) directors. Directors must be members of the Association or the legally authorized agent of a member of the Association.

6.2 Directors of the Association shall be selected and designated at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

6.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors have qualified, are as follows:

<u>John Hinton</u>	<u>1780 S. Nova Road</u> <u>Daytona Beach, FL 32119</u>
<u>Darlene Beck</u>	<u>949 Beville Road</u> <u>Daytona Beach, FL 32119</u>
<u>Penney Wetzler</u>	<u>949 Beville Road</u> <u>Daytona Beach, FL 32119</u>

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6.4 The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

#### ARTICLE 7 OFFICERS

The affairs of the Association shall be administered by the officers who shall be appointed by and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name/Title	Address
<u>John Hinton / President</u>	<u>1780 S. Nova Road</u> <u>Daytona Beach, FL 32119</u>
<u>Darlene Beck/Vice President</u>	<u>949 Beville Road</u> <u>Daytona Beach, FL 32119</u>

#### ARTICLE 8 INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association, to the extent the Association is insured, against all expenses and liabilities, including reasonable attorneys' fees, incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part of in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approved such settlement and reimbursement as being for the best interests of the Association. The foregoing right to indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE 9

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BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE 10  
TERM

The effective date upon which this Association shall come into existence shall be the date of subscription and acknowledgment of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE 11  
AMENDMENTS

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

11.1 A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or any owner of a suite in the Condominium whether meeting as members or by instrument in writing signed by them.

11.2 Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than ten (10) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed to or presented personally to each member not less than seven (7) not more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be assumed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member; At such meeting the amendment or amendments proposed

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.... must be approved by an affirmative vote of two thirds (2/3) of the members of the Association in order for such amendment or amendments to become effective.

A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Volusia County, Florida, promptly after the same are so registered.

11.3 At any meeting held to consider any amendment or amendments of these Articles of Incorporation, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

11.4 In the alternative, an amendment may be made by an agreement executed by all the record owners of all suites with the formality required for a deed.

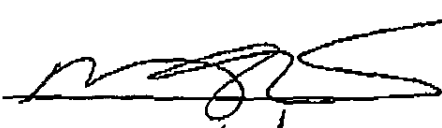
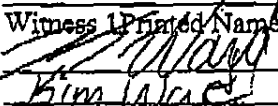
11.5 No Amendment shall make any changes in the qualification for membership, nor any change in Section 3.3 of Article 3 hereof, without approval in writing of all members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. No amendment shall make any change in the voting rights of members unless the members whose rights are affected and the holders of mortgages encumbering their suites consent in writing to such change.

## ARTICLE 12 SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is John Hinton, President of Hinton Properties, Inc., 949 Beville Road, South Daytona, Florida 32119.

IN WITNESSS WHEREOF, the subscribers have affixed their signatures this 19<sup>th</sup> day of December, 2007.

Signed, sealed and delivered in our presence:

  
\_\_\_\_\_  
Witness 1 Printed Name  
  
\_\_\_\_\_  
Witness 2 Printed Name

HINTON PROPERTIES, INC.

By: 

Printed Name: John

Title: President



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CAPITAL CONNECTION

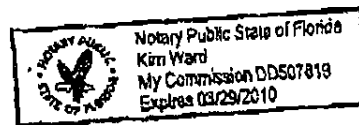
NO. 3416 P. 9

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of December, 2007 by John Hinton, as President of Hinton Properties, Inc., who is ☒ personally known to me or ☐ has produced a driver's license as identification and who ☐ did ☐ did not take an oath.

  
NOTARY PUBLIC

My Commission Expires:  
SEAL:



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**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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.

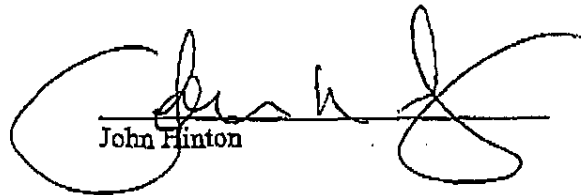
1. The name of the corporation is

**PORTOFINO SQUARE CONDOMINIUM ASSOCIATION, INC.**

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

John Hinton  
Hinton Properties, Inc.  
949 Beville Road  
South Daytona, Florida 32119

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.

  
John Hinton