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FLORIDA PROFIT/NON PROFIT CORPORATION
QUEENS ISLAND PRESERVE COMMUNITY ASSOCIATION, INC.

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December 31, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GREENBERG TRAUIG (WEST PALM BEACH)

SUBJECT: QUEENS ISLAND PRESERVE COMMUNITY ASSOCIATION, INC.
REF: W07000062455

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

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.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

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Letter Number: 707A00072052

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**ARTICLES OF INCORPORATION
FOR
QUEENS ISLAND PRESERVE COMMUNITY ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

PREAMBLE

ACORN REAL ESTATE, LLC, a Florida limited liability company ("Declarant"), owns certain property in St Lucie County, Florida (the "Property") and intends to execute and record a **Declaration of Covenants, Conditions and Restrictions for Queens Island Preserve**, in the Public Records of St. Lucie County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration") which will affect the Property. This Association is being formed as the association to administer the Declaration and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of St Lucie County, Florida with these Articles of Incorporation attached as an Exhibit. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be **QUEENS ISLAND PRESERVE COMMUNITY 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 Bylaws of the Association as the "Bylaws."

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Association shall be at 1570 SE 14th Court, Deerfield Beach, Florida 33441, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act (the "Act").

**ARTICLE III
PURPOSE**

The purpose of the Association shall be to serve as an homeowners association under Section 720.301, *et seq.*, Florida Statutes, and more particularly authorized by the Declaration recorded (or to be recorded) in the Public Records of St. Lucie County, Florida. The further objects and purposes of the Association are to preserve the values and amenities in the Property and to maintain the Common Areas thereof for the benefit of the Members of the Association.

ARTICLE IV **DEFINITIONS**

Capitalized terms not defined in these Articles have the meanings given to them in the Declaration, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE V **POWERS**

The Association shall have the following powers:

5.1 General. The Association 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 and the Declaration, including those set forth Section 617.0302, Florida Statutes.

5.2 Enumeration. In addition to the powers set forth in Section 5.1 above, the Association shall have all of the powers reasonably necessary to implement the purposes of the Association as set forth in the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, and to provide for the general health and welfare of its Membership; including, without limitation, to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members. The powers of the Association shall include, but not be limited to:

5.2.1 To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain improve, repair and/or replace real and personal property.

5.2.2 To make and collect assessments against Owners to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties.

5.2.3 To enforce the provisions of the Declaration, these Articles, and the Bylaws.

5.2.4 To make, establish and enforce reasonable rules and regulations governing the use of Common Areas, Lots, Units and other property under the jurisdiction of the Association.

5.2.5 To grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

5.2.6 To borrow money for the purposes of carrying out the powers and duties of the Association.

5.2.7 To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the Declaration.

5.2.8 To obtain insurance as provided by the Declaration.

5.2.9 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.

5.2.10 To sue and be sued.

5.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

5.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, Bylaws and applicable law, provided that in the event of conflict, the provisions of applicable law shall control over those of the Declaration and Bylaws.

ARTICLE VI CORPORATE EXISTENCE AND DISSOLUTION

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. If the Association is dissolved, the Surface Water Management System, property containing the Surface Water Management System and water management portions of Common Areas shall be conveyed to an agency of local government determined to be acceptable by the SFWMD. If the local government declines to accept the conveyance, then the Surface Water Management System, property containing the Surface Water Management System and water management portions of Common Areas shall be dedicated to a similar non-profit corporation.

ARTICLE VII MEMBERS

7.1. Membership. The Declarant and every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject to the Declaration of record shall be a Member of the Association, as more particularly provided in Section 1 and Section 2 of Article VIII of the Declaration.

7.2. Assignment. The Membership in the Association shall be appurtenant to and run with ownership of each Lot in the Community. Upon acquisition of a Lot within the Community, the Lot owner shall automatically become a Member of the Association, and upon the sale of a Lot in the Community, whether by conveyance, devise, judicial decree, foreclosure or otherwise, and upon the recordation amongst the public records in the county in which the Property is located of the deed or other instrument establishing the acquisition and designating the Lot affected thereby the new the Membership appurtenant to said Lot shall automatically pass to the subsequent grantee of title to the Lot; provided, however, that the Association shall not have the responsibility or obligation of recognizing any change in membership until it has

been delivered a true copy of the applicable deed or other instrument. A Membership in the Association may not otherwise be transferred, assigned or hypothecated.

7.3. Voting Rights. The Association shall have two (2) classes of voting Membership, Class A Members and the Class B Member, which is the Declarant, so long as Declarant is entitled to appoint the Directors of the Association, as more particularly described in the Declaration.

7.4. Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

7.5. General Matters. When reference regarding voting is made herein, or in the Declaration, Bylaws, rules and regulations, management contracts or otherwise, to a majority or specific percentage of the Members, such reference shall be deemed to be a reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE VIII DIRECTORS

8.1. Management by Directors. The property, business and affairs of the Association shall be administered by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as may be determined from time to time as provided in the Bylaws and which shall always be an odd number. Directors are not required to be Members of the Association.

8.2. Initial Board of Directors. The names and addresses of the initial Members of the Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Stephen Vitiello | 1570 SE 14 th Court Deerfield Beach, FL 33441 |
| Camille Vitiello | 1676 Beacon Street Brookline, Massachusetts 02445 |
| Franco Vitiello | 1676 Beacon Street Brookline, Massachusetts 02445 |

8.2. Election. Except as otherwise provided herein, and except for the initial Members of the Board of Directors, directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Declaration and the Bylaws.

8.3. Removal. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the ByLaws, however any director appointed by the Declarant may only be removed by the Declarant and any vacancy on the Board shall be appointed by the Declarant if, at the time of such vacancy is to be filled, the Declarant is entitled to appoint the Directors.

ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its annual meeting and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the initial officers who shall serve until their successors are duly elected and have taken office, are as follows:

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|-------------------|--------------|---|
| Stephen Vitiello | President | 1570 SE 14 th Court Deerfield Beach, FL 33441 |
| Carnille Vitiello | Treasurer | 1676 Beacon Street Brookline, Massachusetts 02445 |
| Franco Vitiello | Secretary | 1676 Beacon Street Brookline, Massachusetts 02445 |

ARTICLE X INDEMNIFICATION

10.1. Indemnification. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.2. Indemnification for Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

10.3. Exclusivity; Exclusions. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

10.4. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against him which is enumerated in the policy and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI AMENDMENTS

11.1. Power to Amend. Prior to the Turnover Date, the Declarant's appointed Board of Directors alone shall have the power in its sole and absolute discretion to amend these Articles. On and after the Turnover Date, amendments to these Articles of Incorporation shall require the affirmative vote of Members casting at least 67% of the total votes of the Members.

11.2. Declarant Amendment. Notwithstanding the foregoing, until the date that Declarant no longer owns any Lot in the Community, any amendment to these Articles of Incorporation shall require the consent of the Declarant. No amendment may remove, revoke or modify any right or privilege of the Declarant without the written consent of the Declarant or the assignee of such right or privilege.

11.3. Qualification. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the Members and the joinder of all Institutional Lenders holding mortgages upon the Lots. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale of all Lots within the Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint directors pursuant to Article VIII of the Declaration.

11.4. Discrimination. No amendment to these Articles shall be made which discriminates against any Owner(s), or affects less than all of the Owners within the Property without the written approval of all of the Owners so discriminated against or affected.

11.5. Recording of Amendment. Upon the approval of an amendment to these Articles, the articles of amendment shall be executed and delivered to the Department of State as

provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the Property is located.

ARTICLE XII
DISSOLUTION

12.1 Dissolution. In the event of dissolution or final liquidation of the Association, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested in him under the recorded Declaration unless made in accordance with the provisions of such Declaration.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator of this Corporation are:

Name

Stephen F. Vitiello

Address

1570 SE 14th Court
Deerfield Beach, FL 33441

ARTICLE XIV
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 517 SW 1 Avenue, Fort Lauderdale, Florida 33301, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Daniel S. Carusi.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this
26th day of DECEMBER, 2007.


Stephen F. Vitiello, Incorporator

**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 offices,
as indicated in the foregoing articles of incorporation, in the County of St. Lucie, State of
Florida, this Association named in the said articles has named Daniel S. Carusi, located at 517
SW 1 Avenue, Fort Lauderdale, Florida 33301, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this
certificate, I am familiar with the obligations of that position, and hereby accept the same and
agree to act in this capacity.

By:


Daniel S. Carusi

Dated this 26th day of December, 2007.

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TALLAHASSEE, FLORIDA