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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**villa toscana townhomes assocaiton, inc.**

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SUBJECT: VILLA TOSCANA TOWNHOMES ASSOCIATION, INC.  
REF: W08000008494

If the corporation's board of directors revoked the dissolution authorized by the shareholders, a statement that the revocation was permitted by action of the board of directors alone is required to be contained in the document.

The registered agent must have a Florida street address. A post office box is not acceptable.

You must list at least one incorporator with a complete business street address.

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Valerie Herring  
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ARTICLES OF INCORPORATION  
OF  
VILLA TOSCANA TOWNHOMES ASSOCIATION, INC.

(Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for, the formation of corporations not for profit, we, the Undersigned hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I  
The name of the proposed corporation shall be:

VILLA TOSCANA TOWNHOMES ASSOCIATION, INC.

II

The purposes and objects of the Corporation shall be:

1. To administer the operation and management of VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., a townhome community in Broward County, Florida.

2. To undertake the performance of the acts and duties incident to the administration of the operation and management of VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and in the Declaration of Covenants and Restrictions for VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., which will be recorded in the Public Record of said County and which is hereinafter referred to as the "Declaration".

3. To own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said VILLA TOSCANA TOWNHOMES ASSOCIATION, INC. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

This Instrument Prepared William H. Albornoz, Esq.  
William H. Albornoz, P.A.  
901 Ponce de Leon Boulevard, Ste 803, Coral Gables, Florida, FL 33134 (305)444-1741

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### III

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Corporations not for profit under the laws pursuant to which this Corporation is chartered, and all of the powers and privileges, which may be, granted to or exercisable by it under any other applicable laws of the State of Florida now or hereafter in effect.

2. The Corporation shall have all of the powers to exercise, undertake and perform all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration and as stay be reasonably necessary to effectuate the purposes of the Corporation. Including, but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of the property and facilities subject to the Declaration;

(b) To levy and collect assessments against members of the Corporation to defray the expenses of VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., in accordance with the Declaration and the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect for the purposes of owning, holding, operating leasing, managing and otherwise trading and dealing with any property, whether real or personal, which may be necessary or convenient in the administration, operation and management of VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., and in accomplishing the purposes stated in the Declaration;

(c) To maintain, repair, replace, improve, operate and manage the Common Area of VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., as defined in the Declaration and the property comprising it, including the right to reconstruct improvements after casualty;

(d) To contract for the management of VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., and to delegate to such contractor all of the powers and duties of the Corporation, except those which may be required by law or the Declaration to have approval of the Board of Directors or membership of the Corporation;

(e) To enforce the provisions of the Declaration, these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and the Rules and Regulations governing VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., which may be hereafter promulgated;

(f) To do and perform all acts and deeds incidental, necessary or convenient in effectuating the purposes of the Corporation and in the exercise and performance of the rights, duties and obligations granted or imposed upon the Corporation by the Declaration; and

(g) To exercise all powers granted under the law of the State of Florida to Corporations Not- For-Profit for the purposes of promoting the health, safety and welfare of the owners and residents of VILLA TOSCANA TOWNHOMES ASSOCIATION, INC.

#### IV

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:

1. The owners of all Units in VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., shall be members of the Corporation, and no other person or entities shall be entitled to membership, except as provided in item (5) of this Article.

2. Membership shall be established by the acquisition of record fee simple title to a Unit and the membership of any party shall automatically terminate upon that party being divested of title to her, his or its entire fee ownership interest in any Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Units, so long as such party shall retain a record fee simple interest in any Unit within VILLA TOSCANA TOWNHOMES ASSOCIATION, INC.

3. There shall be two classes of membership, designated Class A and Class B, respectively. Class A Members shall be all Owners of Units, except REAL ESTATE HOLDINGS II, LLC, a Florida Limited Liability Company, and any Successor Developer designated and appointed in the manner provided in the Declaration. REAL ESTATE HOLDINGS II, LLC shall be the Class B Member. The Class B Membership shall cease and terminate upon the earliest

of (a) conveyance of record by REAL ESTATE HOLDINGS II, LLC, or Successor Developer of the last Unit owned by REAL ESTATE HOLDINGS II, LLC, or Successor Developer subject to the Declaration; (b) voluntary termination by the Class "B" Member by written instrument executed by it recorded in the Public Records of Broward County, Florida; or (c) December 31, 2008. Upon termination of the Class B Membership, there shall be only one class of members and as to any Units then or thereafter owned by the former Class B Member it shall become a Class A Member.

4. The voting rights of the respective classes of membership shall be as follows:

(a) Class A: Class A Members shall be entitled to one vote for each Unit owned on all matters on which Class A Members shall be entitled to vote, which vote may be exercised or cast by the Owner or Owners of each Unit in such manner as may be provided in the By-Laws adopted by the Corporation.

(b) Class B: So long as there shall be a Class B Member, the Class B Member shall be entitled to appoint a majority of the Board of Directors of the Corporation and shall have all other preferences in voting provided in these Articles of Incorporation or in the By-Laws of the Corporation hereafter adopted. In all matters on which members of the Corporation shall be entitled to vote the Class B Member shall have four (4) votes for each Unit owned by it.

5. Until such time as the Declaration shall be recorded in said County, REAL ESTATE HOLDINGS II, LLC, shall be the sole member of the corporation, and shall be entitled to vote alone on all matters upon which the membership shall be entitled to vote.

## V

The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to her, his or its Unit. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws hereafter adapted.

## VI

The Corporation shall have perpetual existence.

#### VII

The principal Office of the Corporation shall be located at 40 SE 5 Street, Suite 400, Boca Raton, FL 33432 but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as from time to time be designated by the Board of Directors. In compliance with Section 617.023, Florida Statutes, William H. Albornoz, Esquire is designated Registered Agent of the Corporation upon whom service of process may be served at 901 Ponce de Leon Blvd; Suite 603, Coral Gables, Florida 33134 as the office to be maintained for such purpose, provided that such Registered Agent and office may be changed from time to time as the Board of Directors of the Corporation may determine.

#### VIII

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice President, Secretary and Treasurer, subject to the directions of the Board of Directors. The Board of Directors or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of VILLA TOSCANA TOWNHOMES ASSOCIATION, INC., and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

Except for (a) actions by the Corporation to enforce provisions of the Declaration, (b) actions to collect assessments or foreclose liens securing assessments levied by the Corporation pursuant to the Declaration or the By-Laws of the Corporation, (c) actions to collect claims against insurance policies or bonds carried by the Corporation, (d) proceedings challenging valuations or levies for ad valorem taxation, (e) actions against parties to whom funds of the Corporation shall have been paid and from whom refund or repayment is due or may be due to recover such amounts as shall be due to the Corporation or (f) counterclaims brought by the Association in proceedings instituted against it, no judicial or administrative proceedings shall be commenced or prosecuted by the Corporation unless approved and authorized by vote of members owning not less than seventy-five (75%) percent of the Units in VILLA TOSCANA TOWNHOMES ASSOCIATION, INC.

## **IX**

The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers, or employees of a corporate member of the Corporation. Provided, notwithstanding the foregoing, so long as REAL ESTATE HOLDINGS II, LLC, or Successor Developer shall hold Class B membership, ASSOCIATES or Successor Developer shall be entitled to appoint a majority of the Board of Directors and such appointees shall not be required to be members of the Corporation or representatives, officers, or employees of a corporate member.

## **X**

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer. The President and Vice President shall be members 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. The election of Officers shall be held annually at the first meeting of each Board of Directors next following the Annual Meeting of the membership and vacancies in offices shall be filled by election by the Board of Directors as same occur.

## **XI**

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office until successors are elected and have qualified, are as follows:

Leopoldo Cottin 40 SE 5 Street, Suite 400, Boca Raton Fl 33432

Gaston Reboredo 40 SE 5 Street, Suite 400, Boca Raton Fl 33432

Rebeca Reboredo 40 SE 5 Street, Suite 400, Boca Raton Fl 33432



## **XII**

The subscriber to these Articles of Incorporation is Gaston Reboredo whose address is 40 SE 5 Street, Suite 400, Boca Raton, Florida 33432.

## **XIII**

The Officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

President	Gaston Reboredo
Vice President	Leopoldo Cottin
Secretary/Treasurer	Leopoldo Cottin

## **XIV**

The original By-Laws of the Corporation shall be adopted by majority vote of the Board of Directors, and thereafter, such By-Laws may be altered or rescinded only in such manner and by such vote as said By-Laws may provide.

## **XV**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which she or he may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or Officer of the Corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred, except in those cases in which the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. If any claim for reimbursement or indemnification hereunder shall be based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be

in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

## XVI

An Amendment to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the Units subject to the Declaration, whether meeting as members or by instrument in writing signed by them. Upon any Amendment to these Articles of Incorporation being proposed by said Board of Directors or members, the proposed Amendment shall be transmitted to the President of the Corporation or other Officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him or her of the proposed Amendment, 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 in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his or her Post Office Address as it appears on the records of the Corporation, postage 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 Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member.

For any proposed Amendment to be adopted and become effective the proposed Amendment must be approved by affirmative vote of members owning not less than two-thirds (2/3) of the Units subject to the Declaration which affirmative vote must include the vote of the Class B Member so long as there shall be a Class B Member. So long as there shall be a Class B Member, no Amendment may be adopted without the affirmative vote of the Class B Member. At any meeting held to consider the adoption of an Amendment the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented at the meeting by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to the meeting. Prior to the recording of the Declaration any

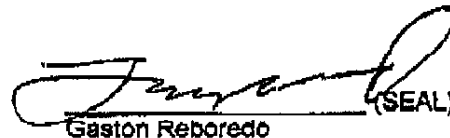
proposed amendment shall be adopted upon the written consent of REAL ESTATE HOLDINGS II, LLC.

Upon the adoption of an Amendment to these Articles of Incorporation by the requisite vote, the Amendment shall be transcribed and certified in such form as may necessary to file the Amendment in the office of the Secretary of State of the State of Florida. If members whose votes would be sufficient to adopt any Amendment to these Articles of Incorporation at a duly convened meeting for that purpose execute an instrument amending these Articles of Incorporation, such instrument shall be and constitute, when duly filed in the office of the Secretary of State, a valid and effective Amendment to these Articles of Incorporation and it shall not be necessary for such Amendment to be adopted at a meeting of the members.

XVII

The commencement date of the existence of this corporation shall be the date of the filing of these Articles of Incorporation with the Secretary of State of the state of Florida.

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal, this 14 day of February, 2008.

 (SEAL)  
Gaston Reboredo

The undersigned hereby accepts appointment as Registered Agent of the above Corporation.

 (SEAL)  
William H. Albomoz, Esquire

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STATE OF FLORIDA )  
COUNTY OF )

BEFORE ME, the Undersigned Authority, personally appeared Gaston Reboredo, who acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein expressed, this 12 day of February, 2008. He/she a personally known to me and did not take an oath

*Carlota Puentes*

NOTARY PUBLIC-STATE OF FLORIDA



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