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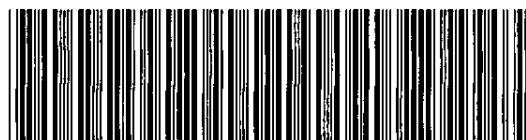
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MRS
2/20

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pertofino Villa Association, Inc.

Thank you!
(11)

Signature

Requested by:

Christina 2/19 Am
Name Date Time

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____

ARTICLES OF INCORPORATION

OF

**PORTOFINO VILLA ASSOCIATION, INC.
a Florida not-for-profit corporation**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation in compliance with the requirements of Chapter 617, Florida Statutes.

ARTICLE I

Corporate Name

The name of the corporation is Portofino Villa Association, Inc., hereinafter called the "Association."

ARTICLE II

Address

The street address of the initial principal office and the initial mailing address of the Association shall be 9130 Galleria Court, Suite 200, Naples, FL 34109.

ARTICLE III

Registered Agent

R & A Agents, Inc., whose address is attn: C. Neil Gregory, Esquire, 850 Park Shore Drive, Naples, Florida 34103, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose of the Association

The purposes for which the Association is organized is to function and operate as the homeowners' association for the neighborhood known as Portofino ("the Neighborhood") within the Community known as Miromar Lakes (the "Community") pursuant to the Declaration of Covenants, Conditions and Restrictions for Portofino (the "Declaration") recorded or to be recorded in the Public Records of Lee County, as amended from time to time; to maintain property owned by, leased to, dedicated to, or agreed to be maintained by the Association; to provide for architectural control of improvements within the Neighborhood; to exercise all rights and to perform all duties and obligations of the Association as set forth in the Declaration; to promote the health, safety and welfare of the owners of the Neighborhood; and to engage in such other lawful activities as may benefit such owners and enhance property values in the Neighborhood. All funds and title to property shall be held for the benefit of the Members. No part of the income of the Association shall be distributed to the members, directors or officers, however, the Association may reimburse its directors, officers and committee members for expenses reasonably incurred in performing services to the Association.

ARTICLE V

Powers of the Association

The Association shall have all of the common law and statutory powers granted to it under Florida law which are not in conflict with the terms of these Articles or the Declaration. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time;
- (b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) To purchase such insurance and bonds as the Board of Directors of the Association deem advisable;
- (d) To reconstruct improvements after casualty and make further improvements upon the property;
- (e) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, and the rules and regulations adopted pursuant thereto;
- (f) To employ personnel to perform the services required for proper operation of the Association;
- (g) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (h) To borrow money and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (i) To grant, modify or move any easement and to enter into easement and license agreements;
- (j) To employ or retain accounts, attorneys, engineers or other personnel;
- (k) To employ or retain management companies or personnel to assist in the management of the Association;
- (l) To appoint committees as the Board of Directors may deem appropriate;
- (m) To make reasonable rules and regulations which are not inconsistent with the Declaration or these Articles;
- (n) To bring legal actions or be sued;

(o) To dedicate, sell or transfer all or any part of the Association property, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration;

(p) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common areas;

(q) To assess Lots subject to the Declaration;

(r) To provide supplemental municipal services;

(s) To enter into bulk rate agreements for providing services or utilities to the Lots subject to the Declaration; and

(t) To enter into contracts.

ARTICLE VI

Membership

The qualification for membership in the Association shall be as set forth in the Declaration and shall be regulated by the Bylaws for the Association. Membership of the Association shall be composed of all record owners of a fee simple interest in one (1) or more Lots subject to the Declaration. The Association shall have two (2) classes of membership until Turnover as defined in the Declaration. Class A Membership shall be all record owners of Lots subject to the Declaration. Class B Membership shall be LB at Miromar Lakes, LLC, a Florida limited liability company or its assign ("Declarant"). Class B Membership shall terminate upon Turnover.

ARTICLE VII

Voting Rights

Voting rights of each member shall be as set forth in the Declaration and shall be regulated by the Bylaws.

ARTICLE VIII

Board of Directors

The affairs of the Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. Initially, the Association shall have three (3) Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The method of election of Directors is stated in the Bylaws. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Edward R. Nolan	9130 Galleria Court, Suite 200 Naples, Florida 34109
Alain Filiault	9130 Galleria Court, Suite 200 Naples, Florida 34109
Stephen G. Wilson	9130 Galleria Court, Suite 200 Naples, Florida 34109

ARTICLE IX

Officers

The affairs of the Association shall be administered by a President, Vice-President(s), a Secretary, a Treasurer, and such other officers as may be designated from time to time by the Board of Directors. The officers shall be elected or designated by the Board of Directors. The names and addresses of the officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President	Edward R. Nolan 9130 Galleria Court, Suite 200 Naples, Florida 34109
Vice President	Alain Filiault 9130 Galleria Court, Suite 200 Naples, Florida 34109
Secretary/Treasurer	Stephen G. Wilson 9130 Galleria Court, Suite 200 Naples, Florida 34109

ARTICLE X

Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director of, every Officer of, every Committee Member of and every Member serving at the request of, the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he/she may be a party because of his/her being or having been a Director of, Officer of, Committee Member of, or Member serving the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply if the Association believes that one of the above exceptions to indemnification applies, and thereafter, such an exception is established by a judgment or other final adjudication. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

ARTICLE XI

Dissolution

The Association may be dissolved upon a vote of or the written consent signed by Members holding not less than two-thirds (2/3rds) of the voting interest of the Association.

ARTICLE XII

Term

The term of the Association shall be perpetual.

ARTICLE XIII

Amendments

Until Turnover (as defined in the Declaration) Amendments to the Articles of Incorporation may be made by the Board of Directors. After Turnover, Amendments to the Articles of Incorporation shall require the affirmative vote of at least two-thirds (2/3rds) of the total voting interest of the Association. Amendments shall be effective upon approval, filing with the Secretary of State and recording in the Public Records of Lee County, Florida. Notwithstanding the foregoing, no provision may revoke, amend or modify any right or privilege of the Declarant without the written consent of Declarant.

ARTICLE XIV

Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

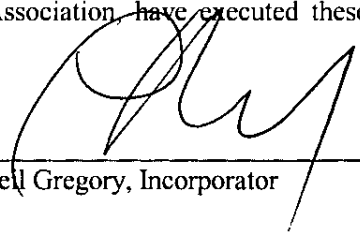
<u>Name</u>	<u>Address</u>
C. Neil Gregory	850 Park Shore Drive Naples, Florida 34103

ARTICLE XV

Interpretation

These Articles of Incorporation shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the Bylaws. Definitions set forth in the Declaration shall apply to terms used in these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of this Association, have executed these Articles of Incorporation this 18th day of February, 2009.

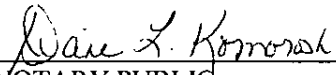


C. Neil Gregory, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 18th day of February, 2009, by C. Neil Gregory, who (☒) is personally known to me or (☐) has produced a driver's license as identification and did not take an oath.

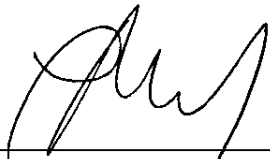




NOTARY PUBLIC
Name: _____
(Type or Print)
My Commission Expires: _____

REGISTERED AGENT ACCEPTANCE

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.



C. NEIL GREGORY, Assistant Secretary
R&A Agents, Inc.

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