

Nov. 15, 2010 11:55 AM

JONATHAN JAMES DAMONTE

No. 0937

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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
GRAND VENEZIA RECREATION ASSOCIATION, INC.

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JONATHAN JAMES DAMONTE

No. 0937 P. 2
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: GRAND VENEZIA RECREATION ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jonathan James Damonte, Chartered
Name (Printed or typed)

12110 Seminole Blvd.
Address

Largo, FL 33778
City, State & Zip

727-586-2889
Daytime Telephone number

jdamonte@damontelaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PINELLAS
FLORIDA

**ARTICLES OF INCORPORATION
OF
GRAND VENEZIA RECREATION ASSOCIATION, INC.
(A Florida corporation not for profit)**

The undersigned hereby executes these Articles of Incorporation for **Grand Venezia Recreation Association, Inc.**, a Florida corporation not for profit formed pursuant to the provisions of Chapter 617 and Chapter 720, Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be **Grand Venezia Recreation Association, Inc.**, hereinafter referred to as the "**Recreation Association**". Its duration shall be perpetual. The principal office of the Recreation Association shall be located at:

**Grand Venezia Recreation Association, Inc.
2704 Via Murano Way
Clearwater, Florida 33764.**

The principal office of the Recreation Association may be changed from time to time by the Board of Directors without amending these Articles of Incorporation.

ARTICLE II - PURPOSE

The purpose for which this Recreation Association is organized is to exercise all of the powers and privileges and to perform all of the duties and obligations of a Florida corporation not-for-profit and homeowners' association, including, without limitation, to own, operate, and maintain certain recreation amenities and facilities, including, without limitation, a clubhouse, swimming pool, tennis courts and playground, all located on real property owned by the Recreation Association (the "**Property**"), to establish and enforce the payment of fees, charges and assessments to provide for perpetual operation, repair, maintenance and management of the Property, and to engage in such other lawful activities as may be to the mutual benefit of the members of this Recreational Association and the Property. In addition, the Recreation Association shall have the authority to purchase or to receive title to the Property, and any other parcels of property as may be made available, and to operate and manage the Property for the benefit of the members of the Recreation Association.

ARTICLE III - POWERS

The powers of the Recreation Association shall include and be governed by the following provisions:

3.1 **Common Law and Statutory Powers.** The Recreation Association shall have all of the common law and statutory powers of a corporation not-for-profit under the Laws of Florida, except as expressly limited or restricted by applicable law, the terms of these Articles of Incorporation, the Bylaws, or the declarations of covenants, conditions and restrictions of record common to the communities known as **Clearwater Cay** and **Grand Venezia at Baywatch** (the "**Communities**"), recorded in the Public Records of Pinellas County, Florida.

Articles of Incorporation of Grand Venezia Recreation Association, Inc.

3.2 Necessary Powers. In addition to the powers set forth in Section 3.1 above, the Recreation Association shall have all of the powers and duties reasonably necessary to operate the Property as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

3.2.1 To operate, manage, maintain, repair and replace the Property, including, without limitation, to operate, manage, maintain, repair and replace any structure, building or facility within or on Recreation Association property, and any real or personal property in which the Recreation Association has an interest;

3.2.2 To make and collect any fees, charges or assessments against members to pay expenses, and to operate the Association, the Property, and any other property that may be owned, leased, or dedicated to the Recreation Association;

3.2.3 To use the proceeds of any fees, charges or assessments in the exercise of its powers and duties;

3.2.4 To reconstruct improvements after casualty and to further improve any property, structure or improvement owned, leased or otherwise operated by this Recreation Association, including but not limited to the Property, by the construction of improvements or renovation, repair or remodeling of buildings or other improvements;

3.2.5 To make and amend Bylaws of this Recreation Association and to make any other rules or regulations respecting the use of any Property, structure or improvement owned, operated or maintained by this Recreation Association, including but not limited to structures, buildings, improvements, located on the Property and any other property owned, leased or otherwise dedicated to this Recreation Association, and to enforce by legal means the provisions of the these Articles, the Bylaws and the rules and regulations for the use of the Property and any other property of this Recreation Association.

3.2.6 To provide for management and maintenance, enter into contracts with professional managers and to take any other action which in its judgment is necessary to assist the Recreation Association in carrying out its duties by performing such functions as the collection of fees, charges, or assessments, preparation of records, enforcement of rules and maintenance of the Property and any other property owned or acquired by this Recreation Association. However, the Recreation Association shall retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of assessments, promulgation of rules and regulations and execution of contracts on behalf of the Recreation Association.

3.2.7 To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the Recreation Association's duties above described, including the power to acquire, hold, convey, and deal in real and personal property.

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Articles of Incorporation of Grand Venezia Recreation Association, Inc.

3.2.8 To acquire by purchase, transfer, or any other means, title to the Property or any other property that may be made available for sale or transfer by the developer or successor developers of the Communities or any other third party, for the purpose of protecting the value of the Property, or for any other lawful reason, and to make assessments to pay for said purchase or transfer, in accordance with the terms of these Articles of Incorporation or the Bylaws.

3.3 Funds and Title to Property. All funds and title to all properties acquired by this Recreation Association and the proceeds thereof shall be held for the benefit of the members. No part of the income, if any, of the Recreation Association shall be distributed to its members, directors or officers of the Recreation Association; provided, however, that initial membership fees or portions thereof shall not be considered "income" and may be returned to members in accordance with the Bylaws of this Recreation Association.

3.4 Restrictive Covenants. This Recreation Association has been formed for the purpose of acquiring, operating and maintaining the Property for the benefit of the unit owners of **Grand Venezia of Baywatch, A Condominium** (the "**Condominium**"), who join this Recreation Association as members. The Property may be sold, transferred and conveyed by this Recreation Association only to **Grand Venezia COA, Inc.** (the "**Condominium Association**"), the condominium association for the Condominium. Notwithstanding any other provision of these Articles of Incorporation or of the Bylaws of this Recreation Association, the Board of Directors shall have the right, power and authority to authorize and approve the sale, transfer and conveyance of the Property to the Condominium Association upon the affirmative vote of a majority of the directors without the consent or a vote of the members of this Recreation Association. No officer, director or member of the Recreation Association or the Condominium Association may profit from the transfer of the Property to the Condominium.

ARTICLE IV - MEMBERSHIP AND VOTING

4.1 Qualification for Membership. The qualification for membership, and the manner of admission to membership and termination of such membership, shall be as follows:

a. A person or entity shall have the right to become a member of this Recreation Association upon acquisition of condominium fee simple title to any condominium unit in the Condominium by deed thereto recorded in the public records of Pinellas County Florida, and upon the payment of such fees, charges and assessments as may be established by this Recreation Association, including, without limitation, initial membership fees and regular assessments.

b. Membership shall continue for so long as the member is and remains current in the payment of all fees, charges and assessments to both this Recreation Association and the Condominium Association, until such time as the member transfers or conveys his, her or its condominium unit interest of record in the Condominium, or the interest is transferred or conveyed by operation of law. Membership shall be suspended for so long as a Member is in arrears in payment of fees, charges or assessments to either this Recreation Association or the Condominium Association. A Member who conveys a unit in the Condominium may transfer and convey the membership to the purchaser of such unit; provided, however, that if the purchaser does not wish to

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Articles of Incorporation of Grand Venezia Recreation Association, Inc.

become a member of this Recreation Association, then upon the written request of the purchaser, the membership shall terminate. A Member may not transfer a membership from one unit in the Condominium to another unit in the Condominium.

c. Use of recreation facilities by Members who are not natural persons shall be limited to: (i) if a Condominium unit is owned by one or more natural persons, then the natural person or persons and their families; (ii) if a Condominium unit is owned by an entity other than a natural person or persons, then those natural persons designated as voting members on the voting certificate for such unit in the Condominium Association, as shown on the Condominium Association's records; or (iii) Condominium Association approved tenants of a unit.

d. Membership may not be acquired, held or maintained separately from ownership of a condominium unit in the Condominium.

e. No person or entity holding an interest in a condominium unit in the Condominium only as security for the performance of an obligation may be a member of this Recreation Association.

f. This Recreation Association may establish such other and further rules and regulations for membership and for the use of the recreation facilities, whether in the form of Bylaws or separate rules and regulations, not inconsistent with these Articles of Incorporation.

4.2 Voting. Members shall be entitled to one vote for each condominium unit in the Condominium in which they hold the voting interest. Votes may be exercised or cast by a member in person or by proxy. Proxies shall be filed with the Secretary of the Recreation Association prior to a meeting of the Recreation Association. A proxy shall be valid and entitle the holder thereof to vote only at the particular meeting designated therein, or any postponement or adjournment to a later date of such meeting. The voting rights of any member who is delinquent in the payment of assessments to either the Recreation Association or the Condominium Association shall be suspended until such time as such member is current in the payment of all assessments, including, without limitation, regular and special assessments, late charges, and fees.

ARTICLE V - BOARD OF DIRECTORS

5.1 Number and Qualifications. The property, business and affairs of this Recreation Association shall be managed by a board consisting of five (5) Directors. The number of directors may be changed from time to time by amendment to these Articles of Incorporation, but shall never be less than three (3). The names of the initial members of the board of directors are:

Ed Battisfore, 8800 Coastal Highway #701, Ocean City, MD 21842
Darren Burd, 2713 Via Murano #231, Clearwater, FL 33764
Gerald Lancaster, 2755 Via Capri #1228, Clearwater, FL 33764
Michael McManus, 2713 Via Murano #234, Clearwater, FL 33764
Dan Tsinokas, 917 Tegal Pl, New Market, Ontario, Canada L3X 1L3

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Articles of Incorporation of Grand Venezia Recreation Association, Inc.

5.2 Duties and Powers. All of the duties and powers of this Recreation Association existing under Florida Law, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its duly appointed officers, agents, contractors or employees.

5.3 Terms of Directors. The initial Directors shall serve three (3) year terms. At the first election of directors after the initial three (3) year terms, the two (2) directors receiving the first and second most votes shall serve three (3) year terms. The two (2) directors receiving the third and fourth most votes shall serve two (2) year terms. The director receiving the fifth most votes shall serve a one (1) year term. Thereafter, directors shall serve three (3) year staggered terms.

5.4 Timing of Election. Directors of the Association shall be elected by the members at a meeting of the members held for that purpose in the manner determined by and subject to the qualifications set forth in the Bylaws.

5.5 Removal of Directors. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.6 Standards. A Director shall discharge his duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of this Recreation Association.

ARTICLE VI - OFFICERS

Officers shall be elected or appointed by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer, and such other officers as may from time to time be deemed appropriate by the Board of Directors. The officers and directors shall serve without compensation; provided, however, that officers and directors may be reimbursed for expenses incurred in the performance of their duties as officers and directors on behalf of this Recreation Association.

ARTICLE VII INDEMNIFICATION OF OFFICERS, DIRECTORS, AND MEMBERS OF COMMITTEES

Every Director and Officer of this Recreation Association, and any member of any committee of this Recreation Association shall be indemnified by this Recreation Association against all expenses and liability, including attorneys fees and costs, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved, by reason of them being or having been a director, officer or member of a committee at the time the liability for such expenses are incurred, notwithstanding that the individual is no longer a member of this Recreation Association or an officer or director, except in such cases wherein the Director, Officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or committee member may be entitled.

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Articles of Incorporation of Grand Venezia Recreation Association, Inc.

ARTICLE VIII - BYLAWS

The initial Bylaws of this Recreation Association shall be adopted by the initial Board of Directors. Thereafter, the Bylaws of the Association may be amended, altered, restated, or rescinded by a majority vote of the Board of Directors at any regular or special meeting; provided, however, that:

- (i) At no time shall the Bylaws conflict with these Articles of Incorporation; and
- (ii) Any amendments, alterations, restatements to or rescission of the Bylaws shall also be approved by the affirmative vote of not less than two-thirds (2/3) of the members of this Recreation Association at any duly called annual or special meeting of the members, or by written consent.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation of this Recreation Association may be amended, altered, or modified by a majority vote of the Board of Directors at any regular or special meeting; provided that:

- (i) There is no conflict with Florida law;
- (ii) Any amendments, alterations or modifications to these Articles of Incorporation shall also be approved by the affirmative vote of not less than two-thirds (2/3) of the members of this Recreation Association at any duly called annual or special meeting of the members, or by such written consent of same.
- (iii) No amendment, alteration or modification of these Articles of Incorporation may be made which affects the rights or privileges of any mortgagee of Recreation Association property.

ARTICLE X - REGISTERED AGENT

The name of the registered agent and the street address of the registered agent of the Association shall be as follows:

Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Largo, FL 33778

This Recreation Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

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Articles of Incorporation of Grand Venezia Recreation Association, Inc.

ARTICLE XI - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

Jonathan James Damonte, Esq.
Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Largo, FL 33778

IN WITNESS WHEREOF, I have hereunder set my hand and seal, at Pinellas County, Florida, this 15 day of November, 2010.

GRAND VENEZIA RECREATION ASSOCIATION, INC.

By: _____

Jonathan James Damonte, Esq., Incorporator

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Nov. 15. 2010 9:57AM JONATHAN JAMES DAMONTE

No. 0937 P. 10


Articles of Incorporation of Grand Venezia Recreation Association, Inc.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of §48.091, Florida Statutes, relative to keeping said office open for service of process.

Jonathan James Damonte, Chartered
Registered Agent

By: 
Jonathan James Damonte, President

Dated this 15 day of November, 2010

FILED
2010 NOV 15 AM 10:36
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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