

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
CASA DI FIORI CONDOMINIUM ASSOCIATION, INC.**

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January 3, 2013

FLORIDA DEPARTMENT OF STATE

HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Division of Corporations

SUBJECT: CASA DI FIORI CONDOMINIUM ASSOCIATION, INC.
REF: W13000000471

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

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

If you have any further questions concerning your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CASA DI FIORI CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by the undersigned, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is CASA DI FIORI CONDOMINIUM ASSOCIATION, INC., and its address is 1051-1155 Winding Pines Circle, Cape Coral, Florida 33909.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 4 of the Declaration of Condominium to which these Articles are attached as an exhibit shall apply to the same terms when used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Casa di Fiori, a Condominium, located in Cape Coral, Lee County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit pursuant to Chapter 617, Florida Statutes, except as specifically limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including without limitation the following powers and duties:

- (A) To levy and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium and the Association, and to use the assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property, including, but not limited to, the onsite surface water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances not the responsibility of the Hancock Creek South Center Property Owners Association, Inc. pursuant to the permit for the master surface water management system.
- (C) To purchase insurance upon the condominium property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty, and to further improve the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, association property and the operation of the Condominium.

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(F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, to the extent authorized to do so in the Declaration of Condominium.

(G) To enforce the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any rules and regulations of the Association.

(H) To contract for the management and maintenance of the condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

(L) To sue and be sued, subject to the requirements of the Condominium Act and the Declaration.

(M) To own and convey property, subject to the requirements of the Condominium Act and the Declaration, these Articles and the Bylaws.

All funds and the title to all property acquired by the Association shall be held for the benefit of its members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

(A) The members of the Association are all record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws.

(B) The share of each member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, shall be entitled to one indivisible vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual. However, if the Association is dissolved, the property consisting of the surface water management system will be conveyed to an appropriate agency of

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local government. If this is not accepted, then the surface water management system will be dedicated to a similar non-profit corporation.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded as provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors shall be elected by the members in the manner determined by the Bylaws. Directors may be removed from office, and vacancies on the Board of Directors filled, in the manner provided in the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors, and they shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles may be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Articles may be proposed by the Developer, by a majority of the Directors, or by written petition to the Board signed by the owners of at least ten percent (10%) of the Units.

(B) **Procedure.** Except for amendments made by the Board of Directors prior to the turnover of control by the Developer pursuant to subsection (E) below, if any amendment to these Articles is so proposed, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) **Vote Required.** Except as otherwise required by law or for amendments made by the Board of Directors prior to the turnover of control by the Developer, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least a majority of the voting interests of the Association who are present in person or by proxy at any annual or special meeting called for that purpose, or if it is approved in writing by the owners of at least a majority of the voting interests without a meeting, provided that proper notice of any proposed amendment has been delivered to the members of the Association, and that the notice contains the text of the proposed amendment.

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(D) Effective Date. An amendment which is duly adopted shall become effective upon filing with the Florida Secretary of State, and the subsequent recording of a certified copy in the Public Records of Lee County, Florida, with the same formalities as are required for the recording of an amendment to the Bylaws.

(E) Amendments by the Board. Until such time as Developer has turned over control of the Association to members other than the Developer, the Board of Directors shall have the right, without the joinder of any person, to amend these Articles without a vote of the members of the Association, as to any such matters other than those set for under Section 718.110(4) and 718.11(8), Florida Statutes.

ARTICLE IX

INITIAL DIRECTORS: The initial officers and Directors of the Association shall be:

Pasquale Franchi
182 West Central St., Suite 303
Natick, MA 01760

Louie J. Franchi
182 West Central St., Suite 303
Natick, MA 01760

Fran Towle
129 Auburn St.
Newton, MA 02466

ARTICLE X

INITIAL REGISTERED AGENT: The initial registered office of the Association shall be at: 1430 Royal Palm Square Blvd., Fort Myers, FL 33919. The initial registered agent at said address shall be Thomas E. Moorey, Esq.

ARTICLE XI

INCORPORATOR: The name and the address of the person signing these Articles of Incorporation is as follows:

Pasquale Franchi
182 West Central St., Suite 303
Natick, MA 01760

ARTICLE XII

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

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- (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 action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.
- (E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves such settlement as being in the best interest of the Association. 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.

WHEREFORE the incorporator has caused these presents to be executed this 17th day of December, 2012.

By: Pasquale Franchi
Pasquale Franchi

STATE OF FLORIDA ~~MASSACHUSETTS~~
COUNTY OF Middlesex

The foregoing instrument was acknowledged before me this 17th day of December, 2012, by Pasquale Franchi. He is personally known to me or did produce _____ as identification.

Blanche E. Arnold
Notary Public Signature

Blanche E. Arnold
Print name

notary seal

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 accept the appointment to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

Thomas E. Moorey, Esq.

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(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 action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

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WHEREFORE the incorporator has caused these presents to be executed this _____ day of _____.

By: _____
Pasquale Franchi

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2012, by Pasquale Franchi. He is personally known to me or did produce _____ as identification.

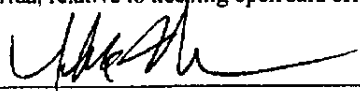
Notary Public Signature

notary seal

Print name

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 accept the appointment to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.



Thomas F. Moorey, Esq.

Exhibit "C"
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