

MAR-07-2013 10:5

PENNINGTON LAW FIRM

813 639 188

P. 01  
Page 01

N13000002227

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H13000053241 3)))



H130000532413ABCT

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : PENNINGTON, MOORE, WILKINSON, BELL & DONBAR, P.A.  
Account Number : I20020000114  
Phone : (850) 222-3533  
Fax Number : (850) 222-2126

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: jkelly@penningtonlaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
CAPISTARA HOMEOWNERS ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

13 MAR -7 PM 1:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD 3/8/13

MAR-07-2013 10:56

PENNINGTON LAW FIRM

813 639 1488 P.002

H13000053241 3

**ARTICLES OF INCORPORATION  
OF  
CAPISTARA HOMEOWNERS ASSOCIATION, INC.  
(A FLORIDA CORPORATION NOT FOR PROFIT)**

H13000053241 3

H13000053241 3

**TABLE OF CONTENTS**

	<b>Page</b>
1. Name of Corporation.....	1
2. Principal Office .....	1
3. Registered Office - Registered Agent.....	1
4. Definitions .....	1
5. Purpose of the Association.....	1
6. Not for Profit .....	1
7. Powers of the Association .....	1
8. Voting Rights .....	2
9. Board of Directors.....	3
10. Dissolution.....	3
11. Duration.....	3
12. Amendments. ....	3
13. Limitations. ....	4
14. Officers .....	4
15. Indemnification of Officers and Directors .....	4
16. Transactions in Which Directors or Officers are Interested .....	4

H13000053241 3

ARTICLES OF INCORPORATION  
OF  
CAPISTARA HOMEOWNERS ASSOCIATION, INC.  
(A CORPORATION NOT-FOR-PROFIT)

H13000053241 3  
**FILED**  
13 MAR -7 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not-for-profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is CAPISTARA HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit (the "Association").

2. Principal Office. The principal office of the Association is 6310 Capital Drive, Suite 130, Lakewood Ranch, Florida 34202.

3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 2701 N. Rocky Point Drive, Suite 900, Tampa, Florida 33607. The name of the Registered Agent of Association is:

PENNINGTON, P.A.

4. Definitions. The COMMUNITY DECLARATION FOR CAPISTARA (the "Declaration") will be recorded in the Public Records of Palm Beach County, Florida, and shall govern all of the operations of a community to be known as CAPISTARA. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of the Association. The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration, Bylaws and these Articles; and (c) administer the interests of the Association, Builders and the Owners.

6. Not for Profit. Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of Association. Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1 To perform all the duties and obligations of the Association set forth in the Declaration and Bylaws, as herein provided.

7.2 To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and CAPISTARA.

7.3 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and Bylaws.

7.4 To pay all Operating Expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association.

7.5 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration.

H13000053241 3

7.6 To borrow money, and upon the approval of (i) a majority of the Board of Directors; and (ii) a majority of the Voting Interests present, in person or by proxy, at a duly noticed meeting of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, including without limitation, the right to collateralize any such indebtedness with the Association's assessment collection rights.

7.7 To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of CAPISTARA to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

7.8 To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.9 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, CAPISTARA, the Common Areas, Lots and, as provided in the Declaration, to effectuate all of the purposes for which the Association is organized.

7.10 To have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes by law may now or hereafter have or exercise.

7.11 To employ personnel and retain independent contractors to contract for management of the Association, CAPISTARA, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association.

7.12 To contract for services to be provided to, or for the benefit of, the Association, Owners, Builders, the Common Areas, and CAPISTARA as provided in the Declaration, such as, but not limited to, telecommunications services, maintenance, garbage pick-up, and utility services.

7.13 To establish committees and delegate certain of its functions to those committees.

7.14 To operate and maintain the Surface Water Management System ("SWMS"), including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

7.15 To sue or be sued.

7.16 To contract for the maintenance and management of the Common Area, including but not limited to, any SWMS, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration.

7.17 To require all Owners and Builders to be members of the Association.

7.18 To take any other action necessary in furtherance of the purposes for which the Association is organized.

8. Voting Rights. Owners, Builders and Declarant shall have the voting rights set forth in the Declaration, these Articles and the Bylaws.

9. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. Prior to Turnover, the initial number of directors shall be three (3) and thereafter no more than five (5). Board members shall be appointed and/or elected as stated in the Bylaws. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and

H13000053241 3

addresses of the members of the initial Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Bill Kouwenhoven	6310 Capital Drive, Suite 130 Lakewood Ranch, Florida 34202
Jon Rapaport	6310 Capital Drive, Suite 130 Lakewood Ranch, Florida 34202
Kathie Maloney	6310 Capital Drive, Suite 130 Lakewood Ranch, Florida 34202

10. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In the event of termination, dissolution or final liquidation of the Association, the responsibility of the operation and maintenance of the SWMS must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the SFWMD prior to such termination, dissolution or liquidation.

11. Duration. The Association shall exist in perpetuity.

12. Amendment.

12.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2 Amendments Prior to the Turnover. Prior to the Turnover, but subject to the general restrictions on amendments set forth above, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that the Association shall desire to amend these Articles prior to the Turnover, the Association must first obtain Declarant's prior written consent to any proposed amendment. An amendment identical to that approved by Declarant may be adopted by the Association pursuant to the requirements for amendments from and after the Turnover. Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records of Palm Beach County.

12.3 Amendments From and After the Turnover. After the Turnover, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) a majority of the Board; and (ii) a majority of the total Voting Interests present (in person or by proxy) at a duly called meeting of the members.

12.4 Compliance with HUD, FHA, VA, FNMA, GNMA and SFWMD. Prior to the Turnover, the Declarant shall have the right to amend these Articles, from time to time, to make such changes, modifications and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, GNMA, SFWMD, or any other governmental agency or body as a condition to, or in connection with such agency's or body's regulatory requirements or agreement to make, purchase, accept, insure,

H13000053241 3

guaranty or otherwise approve loans secured by mortgages on Lots. No approval or joinder of the Association, Builders, other Owners, or any other party shall be required or necessary to such amendment. After the Turnover, but subject to the general restrictions on amendments set forth above, the Board shall have the right to amend these Articles, from time to time, to make such changes, modifications and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, GNMA, SFWMD or any other governmental agency or body as a condition to, or in connection with such agency's or body's regulatory requirements or agreement to make, purchase, accept, insure, guaranty or otherwise approve loans secured by mortgages on Lots. No approval or joinder of the Owners, or any other party shall be required or necessary to any such amendments by the Board.

13. Limitations.

13.1 Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2 Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant.

13.3 Bylaws. These Articles shall not be amended in a manner that conflicts with the Bylaws.

14. Officers. The Board shall elect a President, Vice President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	Bill Kouwenhoven
Vice President:	Jon Rapaport
Secretary:	Kathie Maloney
Treasurer:	Kathie Maloney

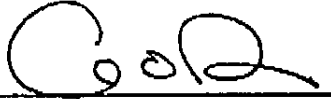
15. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

16. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its Directors or Officers or Declarant, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

[Signature on following page]

H13000053241 3

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of this 7<sup>th</sup> day of March, 2013.



Christian F. O'Ryan, Esq.  
Incorporator  
2701 N. Rocky Point Drive, Ste. 900  
Tampa, Florida 33607

FILED  
13 MAR -7 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



H13000053241 3

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 7<sup>th</sup> day of March, 2013.

PENNINGTON, P.A.

By: 

Christian F. O'Ryan

**Registered Office:**

2701 N. Rocky Point Drive, Suite 900  
Tampa, Florida 33607

**Principal Corporate Office:**

6310 Capital Drive, Suite 130  
Lakewood Ranch, Florida 34202

**FILED**  
13 MAR -7 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA