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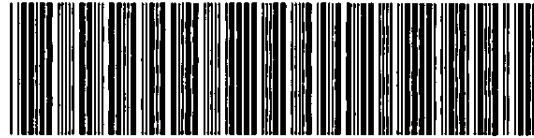
(Business Entity Name)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

SUBJECT: Visconti Property Owners' 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: Glenn Sonoda  
Name (Printed or typed)

PO Box 212288  
Address

Royal Palm Beach, FL 33411  
City, State & Zip

561-283-4412  
Daytime Telephone number

glenn.sonoda  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
VISCONTI PROPERTY OWNERS' ASSOCIATION, INC.**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of *Florida Statutes*, Chapter 617, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation for profit and does hereby certify:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is VISCONTI PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE ASSOCIATION AND MAILING ADDRESS**

The **principal street address** of the Association is located at 114 SE Via Lago Garda, Port. St. Lucie, Florida 34952. The **mailing address** of the Association is located at 4737 North Ocean Drive, Suite 207, Lauderdale by the Sea, FL 33308-2920.

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 114 SE Via Lago Garda, Port St. Lucie, Florida 34952, and the name of the initial registered agent at that address is Joseph Visconti.

**ARTICLE IV**

**DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meaning as those set forth in that certain Declaration of Covenants, Conditions and Restrictions for Visconti recorded or to be recorded in the Public Records of St. Lucie County, Florida, as it may from time to time be amended (hereinafter called the "Declaration").

## ARTICLE V

### PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association shall have all the powers of a not-for-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, any amendment to the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance administration and improvements of the Properties, Areas of Common Responsibility, Common Property, and Village Common Property within its jurisdiction. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to any Village Association, another not-for-profit property owners association incorporated pursuant to the applicable provisions of *Florida Statutes* Chapter 617 or its replacement, developer, management agent, governmental unit, community development district, public body, or similar entity.

## ARTICLE VI

### MEMBERSHIP

Section 1. Members. Every person or entity who is a record Owner of a fee simple title to any Unit in the Properties shall be a Member of the Association. Declarant shall also be a Member for so long as Declarant owns any portion of the Properties. Notwithstanding anything else to the contrary set forth in this Article, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. The Association membership of each Owner (other than Declarant) shall be appurtenant to and may not be separated from the Unit giving rise to such membership, and shall not be transferred except upon the transfer of title to said Unit and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Unit shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. A Village Association shall not have any membership interest in the Association.

Section 2. Classes. The Association shall have two (2) classes of voting membership:

(a) Class "A". Class "A" Members shall be all Owners of Units, with the exception of Declarant for so long as Declarant shall be a Class "B" Member. Class "A" Members shall be entitled on all issues to one (1) vote for each Unit owned.

(b) Class "B". The Class "B" Member(s) shall be Declarant, and each successor of Declarant who takes title to any unimproved portion of the Properties for the purpose of development and sale of Units and to whom Declarant, in its sole discretion specifically assigns in writing one or more of the Class "B" votes. Upon the execution of these Articles, the Class "B" Member shall be entitled to four (4) votes for each Unit owned by the Class "A" Members, provided the Class "B" membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

(i) Three (3) months after ninety percent (90%) of the Units in all phases of the community that will be ultimately operated by the Association have been conveyed to members of the Association other than the Declarant, whereupon the Class "A" Members other than the Declarant shall be entitled to elect a majority of the Board of Directors of the Association. For purposes of this Section, the term "members of the Association other than the Declarant" shall not include builders, contractors, or others who purchase a Unit, Lot, or any other parcel for the purpose of constructing improvements thereon for resale, or any successor Declarant; or

(ii) Such earlier date as the Declarant may choose to terminate the Class "B" Membership upon notice to the Association.

Notwithstanding the termination of the Class "B" Membership, the Declarant shall be entitled to elect those members of the Board of Directors that constitute the remaining minority members of the Board of Directors of the Association so long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Units in all phases of the community that will ultimately be operated by the Association.

From and after the happening of any one of these events, Declarant shall call a meeting as provided in the Bylaws for special meetings to advise the Association membership of the termination of Class "B" status and to advise the Association membership regarding the status of the Declarant's delivery to the Board of Directors of the documents called for in *Florida Statutes* Section 720.307(3). The Class "B" members shall cast on all issues their votes as they among themselves determine.

Until such time as the Class A Members exist, the Declarant as the Class B Member shall hold a minimum of four (4) votes in Association matters.

Section 3. Declarant Veto. From and after the termination of the Class "B" membership, Declarant shall have a veto power over all actions of the Association and Board of Directors of the Association. This power shall expire when the Declarant or its specifically designated successors no longer owns any portion of the Properties or twenty (20) years from the date of recording of the Declaration, whichever occurs first. The veto shall be exercised as follows:

No action authorized by the Association or the Board of Directors shall become effective, nor shall any action, policy or program be implemented, until and unless:

(a) Declarant shall have been given written notice of each meeting of the Members and of the Board by certified mail, return receipt requested or by personal delivery, at the address it has registered from time to time with the Secretary of the Association, which notice otherwise complies with the terms of the Bylaws as to regular and special meetings of the Members and Board, and which notice shall set forth with reasonable particularity the agenda to be followed at said meeting; and

(b) Declarant shall have been given the opportunity at each such meeting, if Declarant so desires, to join, or to have its representatives or agents join in, discussion of any prospective action, policy or program authorized by the Board, the Association officers, or Association membership, and to be taken by said Board, the officers or agents of the Association, or any individual Member of the Association (if Association or Board approval is necessary for said Member's action) Except as set forth in subsection (c) below, Declarant veto must be exercised by Declarant, its representatives, or agents at or before the meeting to consider proposed action. The veto power shall not include the authority to require any affirmative action on behalf of the Board or the Association; and

(c) If any action, policy or program is to be implemented by prior consent without the formality of a meeting, then Declarant shall be provided a written notice and description of the proposed action, policy or program at least ten (10) days in advance of such implementation, and Declarant shall have ten (10) days after receipt of such notice to exercise its veto.

Section 4. Multiple Owners. Each vote in the Association must be cast as a single vote as provided in Section 3.3 of the Bylaws, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote on behalf of a particular Unit, it shall thereafter be conclusively presumed for all purposes that he or she was or they were acting with the authority and consent of all other Owners thereof. In the event more than the appropriate number of votes are cast for a particular Unit, none of said votes shall be counted and said votes shall be deemed void.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The affairs of this Association shall be managed and administered by a Board of Directors consisting of not less than three (3) members. Initially, the Board shall consist of not less than three (3) members, with the number in subsequent years to be determined by the members of the Board; provided that there shall always be an odd number of directorships created. Anything in these Articles to the contrary notwithstanding, until such time as the Class B membership is terminated, or at such earlier date as may be selected by Declarant, Declarant shall be entitled to designate all members of the Board. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

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PORT ST. LUCIE, FL 34952

NAME	ADDRESS
Joseph Visconti	114 SE Via Lago Garda Port St. Lucie, FL 34952
David Brooks	114 SE Via Lago Garda Port St. Lucie, FL 34952
David Lemoie	114 SE Via Lago Garda Port St. Lucie, FL 34952

Interim vacancies in the Board of Directors appointed by Declarant shall be filled by Declarant, unless Declarant voluntarily relinquishes the right to do so in writing. Any Directors elected by the Members of the Association shall be filled by the majority of the remaining Directors, and any such appointed Director shall serve for the remaining term of his predecessor. After Declarant relinquishes its right to appoint all or any member of the Board of Directors, the Members shall elect the directors by majority vote, for staggered terms of three (3) years each. To create the staggered terms, one post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. All successor directors shall serve for terms of three (3) years each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose term expire in any given year.

## ARTICLE VIII

### OFFICERS

The day-to-day affairs of the Association shall be administered, subject to the director and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

	NAME	ADDRESS
President	Joseph Visconti	114 SE Via Lago Garda Port St. Lucie, FL 34952
Vice-President	David Lemoie	114 SE Via Lago Garda Port St. Lucie, FL 34952

Secretary                      David Brooks                      114 SE Via Lago Garda  
Port St. Lucie, FL 34952

Treasurer                      David Brooks                      114 SE Via Lago Garda  
Port St. Lucie, FL 34952

## **ARTICLE IX**

### **DURATION**

The corporation shall exist perpetually.

## **ARTICLE X**

### **AMENDMENTS**

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

**Section 1. Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapters 617 and 720, *Florida Statutes*. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

**Section 2. Adoption.** Amendments shall be proposed and adopted in the manner provided in Chapters 617 and 720, *Florida Statutes*, provided such amendments may be adopted by the affirmative vote of a majority of the voting interests of the Association.

**Section 3. Declarant Amendments.** Notwithstanding anything herein contained to the contrary, to the extent lawful, Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by Declarant alone.

**Section 4. Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of St. Lucie County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded.

**Section 5. Limitations.** No amendment shall be made that is in conflict with the Declaration. So long as Declarant shall own any lands within the Properties, no Declarant related amendment shall be made to the Declaration, any Supplemental Declaration, or to the Articles or Bylaws of the Association unless such amendment is first approved in writing by Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:



- (a) Directly or indirectly by its provisions or in practical application relates to Declarant in a manner different from the manner in which it relates to other owners;
- (b) Modifies the definitions provided for by Article I of the Declaration in a manner which alters Declarant's rights or status;
- (c) Modifies or repeals any provision of Article II of the Declaration;
- (d) Alters the character and rights or membership as provided for by Article III of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association;
- (e) Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- (f) Denies the right of Declarant to convey to the Association Common Property or Village Common Property;
- (g) Modifies the basis or manner of assessment as applicable to Declarant or any lands owned by Declarant;
- (h) Alters or repeals any of Declarant's rights, reserved easements, right to grant easements, or any provision applicable to Declarant's rights as provided for by any provision of the Declaration, Supplemental Declaration, the Bylaws or these Articles.

## **ARTICLE XI**

### **BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

## **ARTICLE XII**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

- (a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by

or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority votes of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors officers, committee members, employees or agents may be entitled under the Association's bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against

public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

### ARTICLE XIII

#### INCONSISTENCY

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

### ARTICLE XIV

#### INCORPORATOR

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

Joseph Visconti  
114 SE Via Lago Garda  
Port St. Lucie, FL 34952

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 22 day of August, 2014.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Fla. Stat. § 817.155.

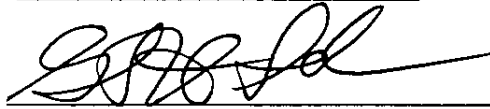
  
Joseph Visconti, Incorporator

STATE OF FLORIDA     }  
                                     }  
COUNTY OF ST. LUCIE   }

The foregoing Articles of Incorporation were acknowledged before me this 22<sup>nd</sup> day of August, 2014 by Joseph Visconti, the Incorporator of the **VISCONTI PROPERTY OWNERS' ASSOCIATION, INC.**, who was personally known to me or produced identification in the form of \_\_\_\_\_.

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NOTARY PUBLIC  
ST. LUCIE COUNTY  
FLORIDA



  
\_\_\_\_\_  
Print Name: Glenn Sonoda  
NOTARY PUBLIC  
State of Florida at Large  
Commission #: EE071792  
My Commission Expires: March 8, 2015

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF  
PROCESS**

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THE VISCONTI PROPERTY OWNERS' ASSOCIATION, INC., DESIRING TO  
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT 114 SE VIA LAGO GARDA, PORT ST. LUCIE, FLORIDA  
34952, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE  
CORPORATION'S REGISTERED OFFICE.

**VISCONTI PROPERTY OWNERS'  
ASSOCIATION, INC.**  
a Florida not-for-profit corporation

By:

  
\_\_\_\_\_  
Joseph Visconti, Incorporator

Dated: 8/22/14

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES

  
\_\_\_\_\_  
Joseph Visconti, Registered Agent

Dated: 8/22/14