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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Portofino Gardens at Venetian Bay Homeowners Associa**

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**ARTICLES OF INCORPORATION  
OF  
PORTOFINO GARDENS AT  
VENETIAN BAY HOMEOWNERS ASSOCIATION, INC.  
(A Florida Corporation Not for Profit)**

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby files these articles of incorporation.

**ARTICLE I. NAME**

The name of this Corporation is Portofino Gardens at Venetian Bay Homeowners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws".

**ARTICLE II. PURPOSES**

The purposes for which the Association is organized are as follows:

A. To take title, operate, administer, manage, lease and maintain the assets and property of the Association as such are dedicated to or made the responsibility of the Association by the recorded Plat of Portofino Gardens at Venetian Bay, the Declaration, these Articles or the By-Laws.

B. To Manage the Association of owners established by the Declaration of Covenants and Restrictions for Portofino Gardens at Venetian Bay (the "Declaration"). The Declaration was executed by Portofino II VB, LLC, a Florida limited liability company, developer of the subdivision (the "Declarant").

C. To enforce the Declaration and perform all duties and responsibilities imposed upon the Association by the Declaration.

D. To carry out all duties placed upon it by these Articles, the By-Laws, the Declaration and the Florida law.

**ARTICLE III. POWERS AND DUTIES**

The Association shall have the following powers:

A. The Association shall have all common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles, the By-Laws and the Declaration.

B. The Association shall have the power to administer and to enforce the provisions

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of these Articles, the By-Laws and the Declaration and all powers reasonably necessary to carry out the responsibilities and duties conferred upon it by these Articles, the By-Laws and the Declaration, as amended and supplemented from time to time, including but not limited to, the power to levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of Portofino Gardens at Venetian Bay.

C. In Addition the Association shall have all responsibilities and duties delegated to it pursuant to the provisions of these Articles, the By-Laws and the Declaration, including but not limited to operating, maintaining and managing the surface water and storm water management system and Conservation Easement Areas in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District Rules and City of New Smyrna Beach and the County of Volusia requirements and applicable rules, regulations and ordinances; and further shall assist in the enforcement of the restrictions and covenants contains in the Declaration relating to said surface water or stormwater management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

#### ARTICLE IV. MEMBERSHIP

Every person or entity who is or becomes a record owner of any "Lot or Dwelling Unit" in the "Property" or is otherwise considered an "Owner", as those terms are defined in the Declaration, shall be a "Member" of the Association. Declarant shall also be a Member of the Association as long as it owns a Lot or Dwelling Unit in the Property. Membership is solely for those having a fee simple ownership interest and is not intended to and shall not include any persons or entities who hold an interest in real property merely as security for the performance of an obligation. All memberships in the Association shall be automatic and mandatory and shall terminate automatically when a Member becomes divested of a fee simple ownership in a Lot or Dwelling Unit in the Property.

When a corporation or partnership is the owner of a Lot or Dwelling Unit, the membership privilege shall be exercised by only one (1) individual being the one designated by the entity to cast its vote as hereinafter provided. When more then one person holds an interest in a Lot or Dwelling Unit, each person shall be a Member, even though each person does not acquire a separate right to vote.

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

A. The membership of the Association shall consist of two classes of members. Class "A" members shall include, with the exception of the Class "B" members, every person who is a record owner of a fee simple estate, a life estate, an estate pur autre vie, or a fee upon condition, in any Lot, as such term is defined in the Declaration, which is subject, by the Declaration, or by any supplementary Declaration, to assessment by the Association. Class "B" membership shall consist of the Declarant, and/or any successor in title who is designated as a

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Class B member in accordance with the Declaration and the By-Laws of the Association.

B. Change of membership in the Association shall be established by recording in the Public Records of Volusia County, Florida, a deed or other instrument establishing a record title to a lot subject to assessment by the Association and the delivery to the Association of a certified copy of such instrument. The owner or owners designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

C. On all matters on which the membership shall be entitled to vote, said voting shall be in accordance with the voting rights as established in the By-laws.

D. The Class "B" membership shall terminate as set forth in the By-Laws which provisions are incorporated herein by reference.

#### ARTICLES V. MANAGEMENT

A. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The Board members shall be elected by the voting membership at the times and in the manner provided in the By-Laws. The Board members may be removed and vacancies in the Board filled in the manner provided in the By-Laws.

B. The initial Board shall consist of three (3) persons, who need not be members entitled to vote in the Association, and who shall be appointed by Declarant. The initial Board named in these Articles shall serve until the Owners, other than Declarant, are entitled to elect the Board members in the manner set forth in the By-Laws. Vacancies in the initial Board appointed by Declarant may be filled by Declarant. After the election of the Board by the Owners other than the Declarant, vacancies occurring between annual meetings of the membership shall be filled in the manner provided in the By-laws.

C. The number of members on the Board shall be increased to (9) persons at the time and in the manner provided in the By-Laws.

D. Board members shall be elected by the membership in accordance with the By-Laws at the regular annual meeting of the membership of the Association to be held on the first Monday of June of each year or on such other date as may be set by the vote of a majority of the membership.

E. All officers shall be elected by the Board in accordance with the By-Laws at the annual meeting of the Board to be held immediately following the annual meeting of the membership. The Board shall elect or appoint at the time and in manner set forth in the By-Laws a President, Vice President, Secretary, Treasurer, and other officers as it may deem desirable.

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**ARTICLE VI. BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall be three (3). The names and street addresses of the persons who are to serve as the first Board are as follows:

<u>Name</u>	<u>Address</u>
James W. Paytas, Jr.	794 Sanders Rd., Suite 1 Port Orange, FL 32127
Jamie Adley	P.O. Box 915302 Longwood, FL 32791
Dipak Jobalia	846 Riverside Drive Ormond Beach, FL 32176

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The number of Board members may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than three (3). All Board members shall be natural persons.

**ARTICLE VII. OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	-	James W. Paytas, Jr.
Vice President & Treasurer	-	Jamie Adley
Secretary	-	Dipak Jobalia

**ARTICLE VIII. PRINCIPAL OFFICE**

The principal office and mailing address of the Association is 794 Sanders Rd., Suite 1, Port Orange, FL 32127.

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**ARTICLE IX. BY-LAWS**

By-Laws of the Association shall be adopted by the first Board and thereafter may be altered, amended or rescinded in the manner provided in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

**ARTICLE X. EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of the Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity, unless dissolved pursuant to the provisions of Article XI below.

**ARTICLE XI. DISSOLUTION AND SUCCESSOR ENTITIES**

The Association may be dissolved only with the consent in writing by the Owners and holders of all mortgages and liens on any lots, by the City Commission of the City of New Smyrna Beach, and by two-thirds (2/3) of the voting Members. In the event of the dissolution of the Association, or any successor entity thereto, other than incident to a merger or consolidation, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE XII. SEVERABILITY**

Invalidation of any of these Articles or portions thereof by judgment, court order, or operation of law shall in no way affect other provisions, which shall remain in full force and effect.

**ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118, and the Registered Agent of the Association at that address shall be Seabreeze Corporate Services, LLC

**ARTICLE XIV. INDEMNIFICATION**

The Association shall indemnify any officer, Board member or committee member or any former officer, Board member or committee member to the full extent permitted by law.

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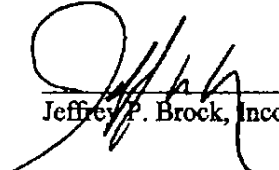
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**ARTICLE XV. INCORPORATOR**

The Incorporator is Jeffrey P. Brock, Esq., and his address is 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118.

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 §817.155, F.S.

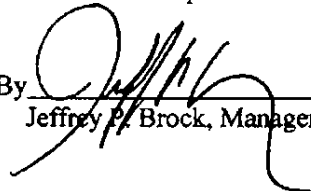
Dated this 1st day of May, 2015.

  
\_\_\_\_\_  
Jeffrey P. Brock, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Seabreeze Corporate Services, LLC

By   
\_\_\_\_\_  
Jeffrey P. Brock, Manager

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