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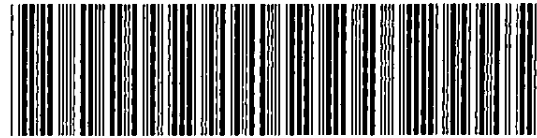
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TALLAHASSEE, FLORIDA

5/13/15

# BGR | BLOOMGARDEN GOUDREAU & ROSEN, P.A.

April 28, 2015


Department of State  
Division of Corporations  
Corporate Filings  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Our File No. 11105.002

Dear Gentlemen:

Enclosed you will find a check in the amount of \$78.75 for the filing of Articles of Incorporation of Old Town Villas at Key West Homeowners' Association, Inc. I have also included a return envelope for the return of certified copies.

Very truly yours,



Karilu Marrero  
Post-Closer

km

Enclosures

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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15 APR 29 PM 1:41  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
OLD TOWN VILLAS AT KEY WEST HOMEOWNERS' ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)**

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

**ARTICLE I  
DEFINITIONS**

The following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings:

1. "Articles" mean these Articles of Incorporation and any amendments hereto.
2. "Association" means Old Town Villas at Key West Homeowners Association, Inc., a Florida corporation not for profit, its successors and assigns.
3. "Board" means the Board of Directors of the Association.
4. "Bylaws" mean the Bylaws of the Association and any amendments thereto.
5. "Common Expenses" means and refers to all costs and expenses of any kind incurred or anticipated by the Association as defined in the Declaration.
6. "Common Properties" means the property defined as such in the Declaration.
7. "County" means Monroe County, Florida.
8. "Declarant" means BRYTREX, LLC, a Florida limited liability company, and any successor or assigns thereof in accordance with the Declaration.
9. "Declaration" means the Declaration of Covenants, Restrictions and Easements for Old Town Villas at Key West, which is intended to be recorded amongst the Public Records of Monroe County, Florida and any amendments thereto.
10. "Director" means a member of the Board.
11. "Dwelling Unit" means and refers to each separate townhome dwelling unit described and shown on the survey plat attached as Exhibit "B" to the Declaration (the "Survey"), or any other property designated as a Dwelling Unit in any Supplemental Declaration (as defined in the Declaration), and shall exclude any portion of the Property described as part of the Common Properties.

12. "Improvement" means and refers to all structures or artificially created conditions and appurtenances thereto of every type and kind located within the Property, including, but not limited to, buildings, fixtures, walkways, sprinkler pipes, roads, driveways, parking areas, fences, screening walls, retaining walls, stairs, decks, landscaping, hedges, windbreaks, plantings, planted trees and shrubs, poles, signs and exterior air-conditioning and water-softener fixtures or equipment, if any.

13. "Lot" means any lot as defined in the Declaration and as shown on the Survey attached to the Declaration as Exhibit "B", together with the Improvements thereon. Lots shall include all of the individual Lots improved by and appurtenant to the Dwelling Units, all as shown on the Survey. The portions of the Property on which the Common Properties are located shall not be deemed a Lot or Lots, even though the Survey may designate them as such.

14. "Member" means and refers to any Persons who are entitled to membership in the Association, as provided in the Declaration.

15. "Old Town Villas at Key West" means the townhome residential community planned for development upon the "Property" committed to land use under the Declaration which is comprised of the Lots and the Common Properties located within the Property.

16. "The Old Town Villas at Key West Documents" means, in the aggregate, the Declaration, the Rules (as defined in the Declaration), these Articles, the Bylaws and all of the instruments and documents referred to or incorporated therein including, but not limited to, amendments to any of the foregoing, as applicable.

17. "Owner" shall mean and refer to a record owner of any percentage of the fee simple interest in a Lot, including Declarant but excluding those Persons having an interest in a Lot merely as security for the performance of an obligation. If a Lot is owned by more than one Person, the term Owner shall mean all such Persons, jointly and severally.

18. "Person" shall mean and refer to any of an individual, corporation, governmental agency, trust, estate, partnership, association, two or more persons having a joint or common interest, or any other legal entity with the legal right to hold title to real property.

19. "Property" shall mean and refer to that certain real property more particularly described on Exhibit "A" of the Declaration, consisting of the Lots and the Common Properties.

Any other capitalized terms used in these Articles and not defined in this Article I or elsewhere in these Articles shall have the meanings ascribed to them in the Declaration.

## **ARTICLE II**

### **NAME**

The name of this corporation shall be OLD TOWN VILLAS AT KEY WEST HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit, whose principal address and mailing address is initially c/o Georgelas Group, 8405 Greensboro Drive, Suite P-130, McLean, VA 22102 Attn.: Theodore J. Georgelas and Graham Weigle.

### **ARTICLE III**

#### **PURPOSES**

The purpose for which this Association is organized is to take title to, operate, administer, manage, repair and maintain the Common Properties in accordance with the terms of, and purposes set forth in, the Old Town Villas at Key West Documents and to carry out the covenants and enforce the provisions of the Old Town Villas at Key West Documents.

### **ARTICLE IV**

#### **POWERS**

The Association shall have the following powers and shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers to be granted to the Association in the Old Town Villas at Key West Documents. All of the provisions of the Declaration and Bylaws which grant powers to the Association are incorporated into the Articles.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Old Town Villas at Key West Documents.

2. To make, establish, amend and enforce reasonable rules and regulations governing the use of the Common Properties.

3. To make, levy and collect "Assessments" (as defined in the Declaration) for the purpose of obtaining funds from its Members to pay Common Expenses and other costs defined in the Declaration and costs of collection, and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association.

4. To maintain, repair, replace and operate the Common Properties in accordance with the Old Town Villas at Key West Documents.

5. To enforce by legal means the obligations of the Members and the provisions of the Old Town Villas at Key West Documents.

6. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation, administration and management of the Common Properties and, subject to the Declaration, to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Common Properties and to delegate to such professional management certain powers and duties of the Association.

7. To join in and consent to the Declaration and any amendments thereto and instruments referred to therein.

8. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain Old Town Villas at Key West in a proper and aesthetically pleasing condition and to provide the Owners with services, amenities, controls and enforcement which will enhance the quality of life at Old Town Villas at Key West.

## **ARTICLE V**

### **MEMBERS AND VOTING**

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by members shall be as set forth in the Declaration.

A. No Member may assign, hypothecate or transfer in any manner its membership in the Association except as an appurtenance to its Lot.

B. Any Member who conveys or loses title to a Lot by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of a Member resulting from ownership of such Lot.

C. Except for Declarant-appointed Directors, Directors must be Members.

## **ARTICLE VI**

### **TERM**

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar homeowners association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the Incorporator of these Articles is: Philip C. Rosen, Esq., Bloomgarden, Goudreau & Rosen, P.A., 8551 W. Sunrise Blvd., Suite 200, Ft. Lauderdale, FL 33322.

## **ARTICLE VIII** **OFFICERS**

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

## **ARTICLE IX** **FIRST OFFICERS**

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

President - Theodore J. Georgelas  
Vice President - Jeffrey B. Dierman  
Secretary/Treasurer - Thomas M. Mulroy

## **ARTICLE X** **BOARD OF DIRECTORS**

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. Except for Declarant-appointed Directors, Directors must be Members. There shall be only one (1) vote for each Director.

B. The names and addresses of the persons who are to serve as Directors on the initial Board are as follows:

### **NAMES**

Thomas M. Mulroy

Theodore J. Georgelas

### **ADDRESSES**

717 Marble Way  
Boca Raton, FL 33432

c/o Georgelas Group  
8450 Greensboro Dr., Suite P-130  
McLean, VA 22102

Jeffrey B. Dierman

c/o Dierman Realty Group  
1313 Dolley Madison Blvd., Suite 401  
McLean, VA 22101

Declarant reserves the right to replace and/or designate and elect successor Directors to serve prior to Turnover and transfer of control to non-Declarant Members.

#### **ARTICLE XI** **INDEMNIFICATION**

Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and post-judgment proceedings, reasonably incurred by or imposed upon him in connection with any negotiations, proceeding, arbitration, litigation or settlement in which he becomes involved by reason of being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as in the best interest of the Association. In the event a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of its duties, the indemnification provisions of this Article XI shall not apply. The foregoing right of indemnification provided in this Article XI shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

#### **ARTICLE XII** **BYLAWS**

The Bylaws shall be adopted by the initial Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

#### **ARTICLE XIII** **AMENDMENTS**

These Articles may be amended by the affirmative vote or written consent of the Owners holding not less than seventy-five percent (75%) of the voting power of the Class A Members and the affirmative vote of the Class B Members (so long as the Class B Members exist). These Articles may be amended at any annual meeting of the Association or at a special meeting duly called by the Board or, prior to Turnover, by the Declarant and held for such purpose at which a quorum is present.



Notwithstanding the foregoing, however, prior to Turnover, Declarant alone may amend or modify these Articles without consent of the Owners or any other party (i) if such modifications or amendments are required by any lender or governmental authority, or (ii) if such modifications or amendments do not materially increase any obligations or liabilities of the Owners under the Declaration or otherwise materially adversely affect any Owner's use of its Dwelling Unit and/or the Common Properties. Moreover, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of any Institutional Mortgagee, as such term is defined in the Declaration, without the prior written consent of such Institutional Mortgagee.

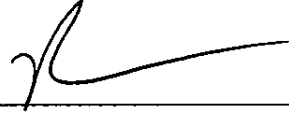
Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each of such amendment shall be attached to any certified copy of these Articles, and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of the County.

#### **ARTICLE XIV** **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 8551 W. Sunrise Boulevard, #200, Plantation, FL 33322 and the initial registered agent of the Association at that address shall be Philip C. Rosen.

*{Signature follows on next page}*

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature this 27<sup>th</sup> day of April, 2015.


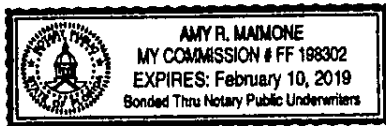


Incorporator: PHILIP C. ROSEN

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PHILIP C. ROSEN, personally known to me or who produced his Florida driver's license as identification, and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 27<sup>th</sup> day of April, 2015.

  
NOTARY PUBLIC - State of Florida  
My Commission Expires:

**CERTIFICATE OF REGISTERED AGENT  
OF  
OLD TOWN VILLAS AT KEY WEST HOMEOWNERS' ASSOCIATION, INC.**

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That OLD TOWN VILLAS AT KEY WEST HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 8405 Greensboro Drive, Suite P-130, McLean VA 22101, has named Philip C. Rosen, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED this 27<sup>th</sup> day of April, 2015.



\_\_\_\_\_  
PHILIP C. ROSEN

**FILED**  
15 APR 29 PM 1:41  
CLERK OF STATE  
TALLAHASSEE, FLORIDA