

From: NAJMY THOMPSON

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Villa Scutari Condominium Association, Inc.**

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Exhibit B

Fax Audit No.: H160000054163

**ARTICLES OF INCORPORATION OF VILLA SCUTARI CONDOMINIUM ASSOCIATION, INC**

The undersigned, being desirous of forming a corporation not for profit under the provisions of the statutes of the State of Florida, Chapter 617, states as follows.

**ARTICLE I. NAME OF CORPORATION**

The name of this corporation shall be VILLA SCUTARI CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association". The initial mailing address and principal place of business of the corporation is 103 26<sup>th</sup> Street North, Bradenton Beach, FL 34217, and may be changed from time to time as determined by the Board.

**ARTICLE II. PURPOSE**

This not for profit corporation is organized under the terms and provisions of Chapter 617 and Chapter 718, Florida Statutes (the "Condominium Act"), and is organized to provided the entity responsible for the operation of the VILLA SCUTARI CONDOMINIUM (the "Condominium") located in BRADENTON BEACH, MANATEE COUNTY, FLORIDA. This corporation shall exist perpetually, commencing on the date these Articles are filed with the Florida Department of State, unless dissolved according to law.

**ARTICLE III. POWERS AND DUTIES**

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit and all of the powers and duties set forth in Chapter 718, Florida Statutes, and the DECLARATION OF CONDOMINIUM OF VILLA SCUTARI CONDOMINIUM, (the "Declaration"), these Articles of Incorporation, the Bylaws, and rules and regulations, all as amended from time to time.

**ARTICLE IV. MEMBERS**

4.1 All persons owning a vested present interest in the fee title to any of the Condominium Units as evidenced by a duly recorded proper instrument in the public records of county where the Condominium is located, shall be Members. Membership shall terminate automatically and immediately as a Member's vested interest in the fee title terminates. In the event a Unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its Membership rights.

4.2 The share of a Unit Owner in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit Owners Unit. Each Unit shall be entitled to cast one (1) vote at any meeting of the Association, to be cast in the manner set forth in the Association's Bylaws. No part of the income of this corporation shall be distributable to its Members.

**ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation shall be at 103 26<sup>th</sup> Street North, Bradenton Beach, FL 34217, and the registered agent at such address shall be Anton Luigjuri.

**ARTICLE VI. NUMBER OF DIRECTORS**

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The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as set forth in the Bylaws. The Initial Directors shall be appointed by the Declarant to the fullest extent permitted by the Condominium Act, and after turnover of the Association in accordance with the Condominium Act, the owners shall have the right to elect the directors, and such election shall take place at the annual meeting or as otherwise permitted by law, in the manner set forth by the Bylaws and the Condominium Act.

**ARTICLE VII. DIRECTORS AND OFFICERS**

6.1 Directors shall serve terms as set forth in the Bylaws.

6.2 The officers of the Association shall be a President, a Vice President (only if determined necessary by the Board), a Secretary, and a Treasurer, or as otherwise provided in the Bylaws. Officers shall be elected annually by the Directors and shall serve until his or her successor is chosen and qualified. The Officers shall have the authority and obligations as provided in the Bylaws and Florida Statutes.

6.3 Directors and Officers need not be members of the Association, unless otherwise required by the Bylaws.

**ARTICLE VII. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Association against all expenses and liabilities, including legal counsel fees (including but not limited to appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office, except when the director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board approves the settlement as being in the best interest of the Association. The Association shall have the authority to purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such. The premiums for such insurance shall be paid by the Unit Owners of the Association as part of the Common Expenses.

**ARTICLE XII. BYLAWS**

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

**ARTICLE XIII. INCORPORATOR**

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

Name  
Richard A. Weller

Address  
1401 8<sup>th</sup> Avenue West, Bradenton, Florida 34205

**ARTICLE XIV. AMENDMENTS**

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a majority vote of all voting rights of all Members of the Association and all rights conferred upon the Members herein are granted subject to this

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reservation. While Declarant, as defined in the Declaration, has the authority to appoint the majority of the Board of Directors, these Articles of Incorporation may be amended by the Board of Directors.

IN WITNESS WHEREOF, I, the undersigned incorporator of these Articles of Incorporation, have hereunto set my hand this 7<sup>th</sup> day of January, 2016.

Richard A. Weller  
Richard A. Weller, Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

Acknowledged before me this 7<sup>th</sup> day of January, 2016, by Richard A. Weller, who is personally known to me or has produced \_\_\_\_\_ as identification.



Melanie G. Moran  
Notary Public  
MELANIE G. MORAN

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, Anton Lulgjuri, hereby accepts designation as Registered Agent, and Registered Agent of the foregoing corporation and acknowledges that he is familiar with the duties and responsibilities of a Registered Agent in Florida.

Dated this 7<sup>th</sup> day of January, 2016

Anton Lulgjuri  
Anton Lulgjuri, Registered Agent

STATE OF FLORIDA  
COUNTY OF MANATEE

Acknowledged before me this 7<sup>th</sup> day of January, 2016, by Anton Lulgjuri, who is personally known to me or has provided Florida Drivers License as identification.

Seal:



Melanie G. Moran  
Notary Public  
Print Name: \_\_\_\_\_  
Date: 1-7-16  
County: Manatee  
My Commission Expires: 6-7-17