

Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Villas at Causeway Key Homeowners' Association Inc.

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May 1, 2017

FLORIDA DEPARTMENT OF STATE

RHODES TUCKER PHOENIX CHARTERED Division of Corporations

SUBJECT: THE VILLAS AT CAUSEWAY KEY HOMEOWNERS' ASSOCIATION INC.
REF: W17000037423

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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DANIEL L O'KEEFE
Regulatory Specialist II

FAX Aud. #: H17000116850
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Articles of Incorporation for The Villas at Causeway Key Homeowners' Association Inc.

Pursuant to Fla. Stat. Ch. 617 (2016) (Corporations Not for Profit)

Article I

The corporation's name is:

**The Villas at Causeway Key
Homeowners' Association Inc.**

The corporation's initial principal office and mailing address is:

9440 Blessing Drive
Pleasanton CA 33919

Article II

- As further described in the **Bylaws**, the members of the corporation are all record **Owners** of a fee interest in 1 or more **Lots**.
- Only an **Owner** can be member of the corporation.
- An **Owner's** share of the corporation's assets or other rights can only be assigned or transferred as an appurtenance to a **Lot** (that is, as part of a **Lot**).
- The **Owners**, collectively, shall be entitled to a number of votes in corporation matters equal to their **Share**. The manner of exercising voting rights shall be as set forth in the **Bylaws**. The **Share** may change as **Lots** are subdivided, combined or boundaries changed.

Article III

The term of the corporation shall be perpetual.

Article IV

The corporation is organized and will exist on a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, Fla. Stat. Ch. 617 (2016). The corporation may not distribute any earnings or inure to the private benefit of any member, director, or officer.

The purpose for which the corporation is organized is to operate a residential

community known as "The Villas at Causeway Key" that will be located in Lee County, Florida on the real estate legally described as a parcel of land situated in the State of Florida, County of Lee, lying in Section 2, Township 46 South, Range 23 East, being further bound and described as follows:

The South ¼ of the Southeast ¼ of the Northeast ¼ of the Southwest ¼ of Section 2, Township 46 South, Range 23 East, Lee County, Florida, SUBJECT to and LESS right of way for Davis Road along the Westerly boundary.

(Parcel Number 02-46-23-00;
00023.0040 per the Lee County
Property Appraiser).

After obtaining certain government approvals, the **Declarant** will record the "Declaration of Covenants, Conditions, and Restrictions" for The Villas at Causeway Key" in the chain of title for the real estate. The "Declaration of Covenants, Conditions, and Restrictions" for The Villas at Causeway Key" will contain the **Bylaws** as an exhibit and reference these articles.

Solely to accomplish the corporation's purposes, the corporation shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida under Fla. Stat. Ch. 617 (2016) and of a homeowners' association under Fla. Stat. Ch. 720 (2016), except as these articles or other **Association Documents** permissibly and expressly limit or modify those statutory provisions. Solely in order to accomplish the corporation's purposes, the corporation has the power:

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- To operate, protect, maintain, repair, replace, reconstruct, or improve the **Common Area**,
- To own and convey property,
- To grant, modify or move any easement in the manner provided in the **Association Documents**,
- To purchase property or liability insurance to protect the corporation, the directors, the officers, or the **Owners**,
- To approve or disapprove transfer or occupancy of **Lots** as provided in the **Association Documents**,
- To make, amend, enforce, or repeal reasonable rules concerning the **Common Area**, **Lot**, or occupancy in the manner set forth in the **Bylaws** and subject to any limitations in the **Association Documents**,
- To make and collect assessments against the **Owners** and against **Lots** to provide for **Common Expense** and cash flow for the corporation,
- To borrow money as necessary to perform the corporation's functions,
- To sue and be sued,
- Except as Fla. Stat. Ch. 617 (2016), Fla. Stat. Ch. 720 (2016), or the **Association Documents** require to be exercised or performed by the **Board** or the **Owners**, to delegate any powers or duties,
- To contract for services necessary to operate and maintain the **Common Area** and any easements dedicated to or for the benefit of the **Common Area**, including any infrastructure,
- To employ accountants, attorneys, architects, and other professional personnel to perform the services required to properly operate the association,
- To otherwise enforce Fla. Stat. Ch. 720 (2016) as required with respect to the **Association Documents**, and
- All other permissible powers expressed in the **Association Documents**.

The corporation will hold of the corporation's assets for the **Owners'** benefit in accordance with the **Association Documents** and applicable law.

The corporation will observe all duties expressly or impliedly required under Fla.

Stat. Ch. 617 (2016), Fla. Stat. Ch. 720 (2016), and the **Association Documents**.

Article V

The **Board** may amend or repeal the **Bylaws** as provided in the **Bylaws**.

Article VI

- The affairs of the corporation shall be governed and administered by a **Board** consisting of the number of directors expressed in the **Bylaws**, but never less than 3 directors (the **Board** will initially have 3 directors). Except for directors the **Developer** appoints, all directors on the **Board** must be elected by the **Owners** in the manner determined by the **Bylaws**. Directors may be removed and directorship vacancies shall be filled as provided in the **Bylaws**.
- The business of the corporation shall be performed by the officers designated in the **Bylaws**. The officers shall be elected each year by the **Board** at the **Board's** first meeting after the annual meeting of the **Owners**, and they shall serve at the **Board's** pleasure.

Article VII

The initial **Board** includes the following directors:

Kandarp R Acharya
Scott Allan
Charles Phoenix

The initial officers are as follows:

President/Treasurer – Kandarp R Acharya
Vice President/Secretary – Scott Allan

These directors and officers may change as provided in the **Association Documents**.

Article VIII

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

- Amendments to these articles may be proposed by a majority of the **Board** or by a written petition to the **Board**, signed by at least 1/4 of the voting interests of the corporation.

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- Prior to the turnover of control of the corporation by the **Developer** to the **Owners** other than the **Developer**, these articles may be amended by the **Board** at a duly noticed **Board** meeting. Subsequent to turnover, a proposed amendment shall be adopted if it is approved by at least 51% of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. As long as the **Developer** owns a **Lot** or **Parcel**, no amendment to these articles shall be deemed effective which in any way modifies the rights, benefits or privileges granted or reserved to the **Developer**, without the **Developer's** prior written consent, which consent may be denied in the **Developer's** absolute discretion.
- An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required under Fla. Stat. ch. 720 (2016).

Article IX

To the fullest extent permitted by Florida law, the corporation shall indemnify and hold harmless every director and every officer of the corporation against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on the director or officer in connection with any legal proceeding (or settlement or appeal of such proceeding) to which the director or officer may be a party because of that director or officer being or having been a director or officer of the corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that the director or officer's actions or omissions to act were material to the cause adjudicated and involved:

- Willful misconduct or a conscious disregard for the best interests of the corporation, in a proceeding by or in the right of the corporation to procure a judgment in the corporation's favor.
- A violation of criminal law, unless the director or officer had no reasonable cause to believe that the director or officer's action was unlawful or had reasonable

cause to believe that the director or officer's action was lawful.

- A transaction from which the director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the **Board** approves such settlement as being in the best interest of the corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

Article X

The name and address of the incorporator is as follows:

Scott Allan
1031 Aqua Lane
Fort Myers FL 33919

Article XI

The initial registered office of the corporation shall be:

RT Corporate Services LLC
2407 Periwinkle Way, Suite 6
Sanibel, Florida 33957

Article XII

The **capitalized, bold-type** terms used in these articles have the meanings stated in Fla. Stat. Ch. 617 or Fla. Stat. Ch. 720 (2016), but only to the extent those laws require. To the extent that Fla. Stat. Ch. 617 and Fla. Stat. Ch. 720 (2016) do not require a particular meaning, the **capitalized, bold-type** terms in these articles have the following meanings:

owner : the fee simple titleholder of record, whether 1 or more, in any **Lot** which is a part of the **Properties**, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. The term "Owner" shall include Declarant for so long as Declarant shall hold title to any **Lot**

These articles prevail in any irreconcilable conflict between these articles and the

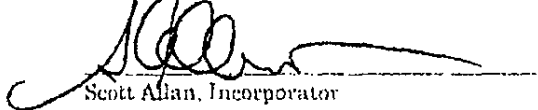
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remainder of the **Association Documents**. Fla.
Stat. Ch. 617 (2016) and Fla. Stat. Ch. 720
(2016), as applicable, prevail when any
statutorily-required definition has an

irreconcilable conflict between either of those
statutes and the **Association Documents**.

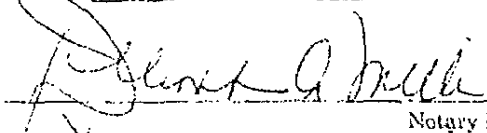
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WHEREFORE, the incorporator executes and files these articles of incorporation this 28 day of April 2017 without personally assuming or ratifying any act or obligation of the corporation prior to this date.


Scott Allan, Incorporator

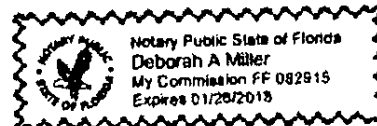
STATE OF Florida)
COUNTY OF Lee)

The foregoing instrument was acknowledged before me this 28 day of April 2017, by Scott Allan, and who is personally known to me or produced _____ as identification.

 (SEAL)
Notary Public

Deborah A. Miller
Printed Name of Notary Public

My Commission Expires: _____



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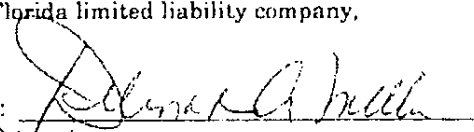
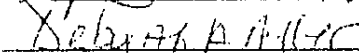
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Villas at Causeway Key Homeowners' Association Inc. at the place designated in these Articles of Incorporation, I hereby accept the appointment on behalf of RT Corporate Services LLC to act in this capacity and agree to comply with the laws of the State of Florida in keeping open the office.

RT Corporate Services LLC,

a Florida limited liability company,

By:


 its Manager

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