

N170000 12791

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

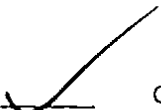
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MAIL

(Business Entity Name)

(Document Number)

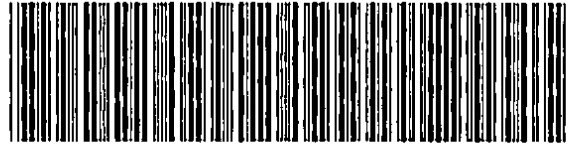
Certified Copies



Certificates of Status

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05/06/19--01038--004 **43.75

S TALLENT
JUN 18 2019

FILED
2019 JUN 10 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FL

Annotated
&
Restituted



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 15, 2019

TIFFANY EASLEY
SACHS SAX CAPLAN PL
6111 BROKEN SOUND PKWY NW, SUITE 200
BOCA RATON, FL 33487

SUBJECT: VILLAMAR AT TOSCANA ISLES HOMEOWNERS ASSOCIATION,
INC.

Ref. Number: N17000012791

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 819A00009853

SACHS SAX CAPLAN

ATTORNEYS AT LAW

Suite 200
6111 BROWN SOUND PARKWAY NW
BOCA RATON, FL 33487

TELEPHONE (561) 994-4499
DIRECT LINE (561) 217-6844
FACSIMILE (561) 994-4985

LINDSAY E. RAPHAEL, ESQ.
lraphael@ssclawfirm.com

June 4, 2019

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

Attention: Susan Tallent

**RE: Villamar at Toscana Isles Homeowners Association, Inc. /
Reference No. N17000012791**

Dear Ms. Tallent:

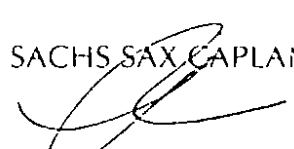
In compliance with your letter dated May 15, 2019 (copy enclosed), enclosed find the original and one copy of the Articles of Amendment to the Articles of Incorporation, as well as the Amended and Restated Articles of Incorporation for Villamar at Toscana Isles Homeowners Association, Inc. Please accept the enclosed for filing and return a stamped copy to us in the enclosed self-addressed, stamped envelope.

During our telephone conversation on this date, you confirmed that your office received and retained the filing fee of \$43.75.

Thank you for your assistance in this matter.

Very truly yours,

SACHS SAX CAPLAN


Lindsay E. Raphael
For the Firm

/sab
Villamarattoscana Isles06.04.19

RECEIVED

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VILLAMAR AT TOSCANA ISLES HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N17000012791

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tiffany Easley

(Name of Contact Person)

Sachs Sax Caplan PL

(Firm/ Company)

6111 Broken Sound Pkwy NW, Suite 200

(Address)

Boca Raton, FL 33487

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Tiffany Easley

561

237-6865

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
VILLAMAR AT TOSCANA ISLES HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation, not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME AND ADDRESS

The name of the corporation shall be Villamar at Toscana Isles Homeowners Association, Inc. The principal address of the corporation shall be 5300 W. Atlantic Ave., Suite 505, Delray Beach, FL 33484. 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 2
PURPOSE

The purpose for which the Association is organized is to maintain, operate and manage the Association together with the personal and real property thereof.

ARTICLE 3
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Restrictions and Protective Covenants for Villamar at Toscana Isles Homeowners Association, Inc. (the "Declaration") to be recorded in the Public Records of Palm Beach County, Florida, unless herein provided to the contrary, or unless the context otherwise requires. In construing these Articles, the use of any gender shall include every other gender and entity.

ARTICLE 4
POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or Chapter 720 of the Florida Statutes (the "HOA Act").

4.2 Enumeration. The Association shall have the powers and duties set forth in the HOA Act, except as limited by these Articles, the By-Laws and the Declaration (to

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

the extent that they are not in conflict with the HOA Act), and all of the powers and duties reasonably necessary to operate the Association Property pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time.

4.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Statute.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the HOA Act, provided that in the event of conflict, the provisions of the HOA Act shall control over those of the Declaration and By-Laws.

ARTICLE 5 MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record title owners of Lots in the Association from time to time. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6 TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Alexander Akel	5300 W. Atlantic Ave. Suite 505, Delray Beach, FL 33484

ARTICLE 8
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
President: Ramzi Akel	5300 W. Atlantic Ave. Suite 505, Delray Beach, FL 33484
Vice-President: Alexander Akel	5300 W. Atlantic Ave. Suite 505, Delray Beach, FL 33484
Secretary-Treasurer: Alyaa Akel	5300 W. Atlantic Ave. Suite 505, Delray Beach, FL 33484

ARTICLE 9
DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners when such approval is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.4 Term of Declarant's Directors. The Declarant of the Association shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

9.5 First Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
President: Ramzi Akel	5300 W. Atlantic Ave, Suite 505, Delray Beach, FL 33484
Vice-President: Alexander Akel	5300 W. Atlantic Ave, Suite 505, Delray Beach, FL 33484
Secretary-Treasurer: Alyaa Akel	5300 W. Atlantic Ave, Suite 505, Delray Beach, FL 33484

ARTICLE 10 INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he acted with fraudulent or criminal intent and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the proposed indemnitee acted fraudulently, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. A director, officer, employee or agent of the Association shall be indemnified and promptly defended in any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith in defense of any claim referred to in Section 10.1

herein. Assessments may be made by the Association to cover any expenses or other amounts to be paid by the Association in common with the indemnification provided herein.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

In no event shall any party entitled to indemnity herein be deemed to have acted fraudulently with respect to the Association if the indemnified party acted (i) based upon advice of legal counsel or other professional advisor or (ii) in a manner consistent with reasonable business judgment.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11 BY-LAWS

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

ARTICLE 12 AMENDMENTS

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

12.1 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 Chapter 617, Florida Statutes. Such notice

shall contain the proposed amendment or a summary of the changes to be affected thereby.

12.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the HOA Act (the latter to control over the former to the extent provided for in the HOA Act).

12.3 Limitation. No amendment shall make any changes in the qualifications for membership, or in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4 or 4.5 of Article 4, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Lots. No amendment shall be made that is in conflict with the HOA Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate, successor or assign of the Declarant, unless the Declarant shall join in the execution of the amendment. No amendment to this Section 12.3 shall be effective.

12.4 Declarant Amendments. To the extent lawful, prior to turnover and as long as Declarant owns any Lot or property within the Association Property (as defined in the Declaration), the Declarant may alone amend these Articles without the joinder and consent of the Owners. Upon turnover, the amendment requirements set forth in this Article shall control.

12.5 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 Palm Beach County, Florida.

ARTICLE 13
INITIAL REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this Corporation shall be at, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent of the Corporation shall be Associated Corporate Services, LLC, 6111 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487.

[Execution page to follow]

IN WITNESS WHEREOF, the incorporator has affixed his signature the day and year set forth below.

[Signature]
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 3 day of May, 2019, by Alexander Akel, who is personally known to me or who has produced _____ (type of identification) as ~~identification~~ and who did not take an oath.

Print Name: Jeffrey Wolfe
NOTARY PUBLIC, State of Florida
My Commission Expires:

(NOTARY SEAL)

[Signature]



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in Palm Beach County, Florida the corporation named in the said Articles has named Associated Corporate Services, LLC, 6111 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Louis Caplan
LOUIS CAPLAN, REGISTERED AGENT

DATED this 3 day of May, 2019.

VILLAMAR AT TOSCANA ISLES HOMEOWNERS ASSOCIATION, INC.


Pursuant to the relevant provisions of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment adopted: **See Attached**

SECOND: There are no members or members entitled to vote on the amendment. The amendments were adopted prior to turnover of the Association by the Declarant.

Dated June 4, 2019.

VILLAMAR AT TOSCANA ISLES HOMEOWNERS ASSOCIATION, INC.

By: 
President

Alexander Akey
Typed or printed name