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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : SHIN LAW FIRM, P.A.
Account Number : I20120000028
Phone : (407)730-7814
Fax Number : (407)386-6081

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: tshin@shinlawgp.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Villa Domani Homeowners Association, Inc.

Certificate of Status	1
Certified Copy	0
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2018 APR -9 PM12:37
DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
VILLA DOMANI HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

2018 APR -9 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I
NAME

The name of this corporation shall be: VILLA DOMANI HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II
DURATION

The existence of the Association shall commence with the filing of these Articles of Incorporation (the "Articles") with the Florida Department of State Division of Corporations. The Association shall have perpetual existence.

ARTICLE III
PURPOSE

The Association is not formed for pecuniary gain or profit and the Association shall not pay dividends and no part of any income or assets of the Association shall be distributed to its Members, Directors, or Officers (as these terms are defined in the Bylaws of the Association). The association is organized for the purpose of enforcing and fulfilling the objectives and purposes stated in that certain Declaration of Covenants, Conditions, Easements and Restrictions for Villa Domani (the "Declaration"), to be recorded in the Public Records of Polk County, Florida. Capitalized terms used herein without definition shall have the same meanings given to such terms in the bylaws of the Association ("Bylaws") and the Declaration (the Bylaws and Declaration, together with these Articles, are referred to hereinafter as the "Governing Documents"). The Association shall have all the powers of a not for profit corporation organized pursuant to Chapter 617 of the Florida Statutes (the "Act"). The Association is also formed pursuant to the terms and provisions of that certain Declaration of Covenants and Restrictions for Town Center East, recorded at Official Records Book 6331, Page 1006, Public Records of Polk County, Florida (the "Master Declaration"), and constitutes a Sub-Association for the Neighborhood Parcel (as such terms are defined in the Master Declaration) subject to the Declaration. The Association shall have the power to do any and all lawful acts which may be authorized, assigned, required, or permitted to be done by the Governing Documents, including, but not limited to:

- (a) The exercise of all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time;

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- (b) Own and maintain all of the Common Area, including the surface water management system;
- (c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (d) Pay all expenses connected to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;
- (e) Perform any and all acts which may be necessary and proper for the exercise of any of the duties or powers of the Association as specified in the Governing Documents and/or under the Act.

ARTICLE IV

PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Association is located at c/o Damici Florida, LLC, 201 East Pine Street, Suite 320, Orlando, Florida 32801.

ARTICLE V

REGISTERED OFFICE AND AGENT

Shin Law Firm, P.A., is hereby appointed the initial registered agent of the Association and the registered office of the registered agent is 201 East Pine Street, Suite 320, Orlando, Florida 32801.

ARTICLE VI

MEMBERSHIP

Every person or entity who qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association and such membership shall carry all of the rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles, the Bylaws of the Association, any Rules promulgated by the Association, and the Act.

ARTICLE VII

VOTING RIGHTS

The Association shall have two (2) classes of voting membership: Class A and Class B. A Member's right to vote in the Association shall vest as set forth in the Declaration. All voting rights of a Member shall be exercised in accordance with and subject to the terms, conditions, restrictions, and limitations described in the Governing Documents.

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ARTICLE VIII
DIRECTORS AND OFFICERS

The affairs of the association will be administered by a board of directors comprised of at least three (3) members. Directors need not be Members of the Association. Members of the Board of Directors shall be elected by the Members in the manner promulgated in the Bylaws. Members of the Board of Directors may be removed and vacancies on the Board of Directors shall be filled all in the manner promulgated in the Bylaws. The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Francisco Das Chagas Barreto Frota	Damici Florica, LLC 201 East Pine Street, Suite 320 Orlando, Florida 32801
Rosalina Magalhaes Frota	Damici Florica, LLC 201 East Pine Street, Suite 320 Orlando, Florida 32801
Mateus Magalhaes Frota	Damici Florica, LLC 201 East Pine Street, Suite 320 Orlando, Florida 32801
Mateus Magalhaes Frota	Damici Florica, LLC 201 East Pine Street, Suite 320 Orlando, Florida 32801

The business of the Association shall be conducted by the officers designated in the Declaration and the Bylaws. The officers shall be elected each year in the manner promulgated in the Bylaws and Declaration. The names and addresses of the persons who are to act in the capacity of initial officers until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Francisco Das Chagas Barreto Frota President	Damici Florica, LLC 201 East Pine Street, Suite 320 Orlando, Florida 32801
Rosalina Magalhaes Frota Vice President	Damici Florica, LLC 201 East Pine Street, Suite 320 Orlando, Florida 32801
Mateus Magalhaes Frota Secretary	Damici Florica, LLC 201 East Pine Street, Suite 320 Orlando, Florida 32801

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Matheus Magalhaes Frota
Treasurer

Damici Florica, LLC
201 East Pine Street, Suite 320
Orlando, Florida 32801

ARTICLE IX

AMENDMENT

These Articles may be changed, amended, revised or modified at any time and from time to time, by the Members in accordance with and in the manner promulgated by the Declaration and Bylaws.

ARTICLE X

INDEMNIFICATION

Subject to and consistent with the requirements and procedures for such indemnification under the applicable provisions of the Florida Statutes, the Association shall defend, indemnify and hold harmless 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 or she is or was a member of the Board of Directors, officer, employee, committee member, or agent of the Association, from and against any and all liabilities, expenses, (including attorneys' fees and for all stages prior to and in connection with any such action, suit or proceeding, including all appellate proceedings), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonable believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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ARTICLE XI

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors and may be amended, supplemented and modified at any time and from time to time in the same manner that the Declaration may be amended, supplemented, and modified.


ARTICLE XII

INCORPORATOR

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

Name	Address
Tae Shin	201 East Pine Street, Suite 320 Orlando, Florida 32801

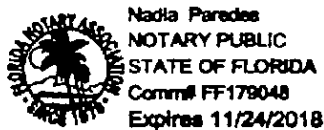
IN WITNESS WHEREOF, the undersigned has signed these Articles this 9th day of April, 2018.

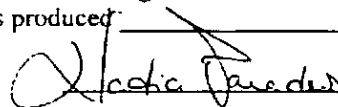


Tae Shin

State of Florida
County of Orange

THE FOREGOING Instrument was acknowledged before me this 9th day of April, 2018, by Tae Shin, ☒ personally known to me or ☐ has produced _____ as identification.





NOTARY PUBLIC
Print Name: Nadia Paredes
My Commission Expires: 11/24/2018

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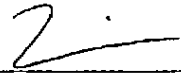
CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS

Pursuant to the provisions of Chapters 48 and 617 of the Florida Statutes, the corporation identified below hereby submits the following Certification Designating Registered Agent for Service of Process (the "Certificate") in designation of the registered office and registered agent in the State of Florida.

The VILLA DOMANI HOMEOWNERS ASSOCIATION, INC., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 201 East Pine Street, Suite 320, Orlando, Florida 32801, has named Tae Shin, located at the above address, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above stated corporation, and agree to comply with the provisions of all laws applicable to the performance of such office.



Tae Shin

Dated: APRIL 9, 2018

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