

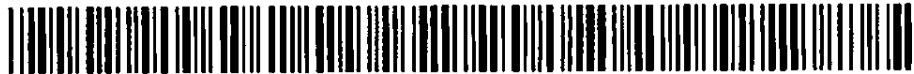
5/29/2019

Division of Corporations

H19000005741

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H19000171523 3)))



H190001715233ABC\$

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

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

From:

Account Name : LEGALINC CORPORATE SERVICES INC.  
Account Number : 120180000011  
Phone : (844)386-0178  
Fax Number : (214)317-4754

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

Email Address: \_\_\_\_\_

2019 JUN -3 PM 12:49

**FLORIDA PROFIT/NON PROFIT CORPORATION  
PORTOFINO TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

2019 JUN -3 AM 9:05

Electronic Filing Menu

Corporate Filing Menu

Help

K. PAGE

JUN 04 2019

(((H19000171523 3)))

Prepared By:  
David A. Coven, Esq.  
2856 E. Oakland Park Blvd.  
Ft. Lauderdale, FL 33306

## **ARTICLES OF INCORPORATION**

### **PORTOFINO TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**

#### **A NON-PROFIT CORPORATION**

The undersigned Declarant, in compliance with Chapter 617 of the Florida Statutes, hereby incorporate this corporation not for profit, for the purposes set forth herein and I do, by these Articles of Incorporation certify as follows:

#### **ARTICLE 1**

##### **NAME - ADDRESS**

The name of the corporation shall be PORTOFINO TOWNHOMES HOMEOWNERS ASSOCIATION, INC. (the "Association").

The Principal Address is: 11098 Biscayne Blvd Suite 401-29 Miami, FL 33161

The Mailing Address is: 11098 Biscayne Blvd Suite 401-29 Miami, FL 33161

#### **ARTICLE 2**

##### **DEFINITIONS**

As used herein the following words and phrases shall have the definitions set forth below:

A. "Association" shall mean and refer to the PORTOFINO TOWNHOMES HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

B. "Declarant" shall mean and refer to PORTOFINO DEVELOPMENT LLC, its successors and assigns or any successor or assign to all or substantially all of its interest in the Property, sometimes also referred to as the "Developer".

C. "Declarations" shall mean and refer to the Declarations of Covenants, Conditions and Restrictions of PORTOFINO TOWNHOMES and any amendments thereafter made in accordance with the provisions thereof, filed in the Public Records of Broward County, Florida.

D. "Development" or "Project" shall mean the PORTOFINO TOWNHOMES.

((H19000171523 3)))

E. "Members" refer to the Owners of Units who will also be Members in the Association.

F. "Unit" means the individual unit described in the Deed from the Developer to the Owner.

G. "Owner" shall mean and refer to the record title owner of the Unit.

H. "Property" means all of the Property described in attached Exhibit "A".

### **ARTICLE 3**

#### **PURPOSES AND POWERS**

A. The purposes for which the Association is organized are:

1. To promote the health, safety and welfare of the Owners of Units at the Property.
2. To provide an entity to perform the duties and obligations as provided for in the Declaration on behalf of the Members.

B. Except as limited by these Articles of Incorporation, the Bylaws of the Corporation, and the Declaration to be recorded, the Association shall have all the powers granted by Florida Law and those powers reasonably necessary to perform all the acts required to be performed by the Association under the Declaration, including but not limited to the following:

1. To make and collect assessments against Unit Owners pursuant to the Declarations to defray the cost and expenses in carrying out the duties to be performed by the Association under the Declarations.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. The maintenance, repair, replacement and upgrading the Common areas.
4. To make reasonable rules and regulations with respect to the use and enjoyment of the Property.
5. To take all necessary action to properly enforce the provisions of the Declarations and to commence and maintain actions to refrain and enjoin any breach or threatened breach of any provisions of the Declarations, including the power to sue and be sued.
6. To contract for services and to delegate to a manager contracted for such purposes all of the duties of the Association except where the Board of Directors of the

((H19000171523 3)))

Association are required by the Declarations, the Articles of Incorporation or Bylaws to approve any action.

7. To employ personnel to perform the services required to carry out the duties of the Association.

8. The operation and maintenance of any storm water management system described in permits issued with respect to the Property, and the South Florida Water Management District has the right to take enforcement action, including a civil action for an injunction and penalties against the Association to compel it to correct any outstanding problems with the surface water management system facilities or in mitigation or conservation areas under the responsibility or control of the Association.

C. No power stated above shall be exercised by the Association to allow its net earnings to inure to the benefit of any Member or Owner as such limitation is now and hereafter interpreted under Internal Revenue Code Section 528 and the Regulations promulgated thereunder.

#### **ARTICLE 4**

##### **MEMBERSHIP AND VOTING RIGHTS**

A. Classes. The Association shall have two (2) classes of Members:

1. Class A Membership. Class A Members shall be those record Owners of fee simple title to a Unit who received such title from Declarant or who obtained fee simple title from another Owner.

2. Class B Membership. Class B Members shall be the Declarant. The Class B Membership of the Declarant shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

- a. There will be a total of twelve Units governed by the Declarations, and the Class B Membership shall cease and be converted to Class A Membership on the date when at least ten of the twelve Units have been transferred to owners other than Declarant, or
- b. At the time the Declarant shall have waived in writing, in recordable form, its right to Class B Membership.

B. Votes. Any action requiring a vote of Members shall be approved by the vote of a majority of votes cast at a duly noticed meeting at which there is a quorum present or by proxy. Class A Members shall be entitled to one (1) vote for each Unit owned by such Member, and where there are more than one owner of a Unit only one vote may be cast for such Unit. Until Class B Membership terminates, the Class B Member shall be entitled to cast five (5) votes for each Unit that is not yet owned by a Class A member.

((H19000171523 3)))

Therefore, the term "votes entitled to be cast" as used herein shall mean the total number of Class A votes which Class A Members are entitled to cast, plus a sum equal to the Class B votes entitled to be cast.

C. Transfer Upon the purchase of a Unit and recording of a deed, the new owners of the Unit shall automatically become a Class A member as defined in the covenants and restrictions of PORTOFINO TOWNHOMES to be recorded. Membership shall be appurtenant to, and inseparable from, ownership of a Unit.

## ARTICLE 5

### TERM

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions of the laws of the State of Florida. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of any storm water management system must be transferred to and accepted by an entity which would comply with section 40C- 42.027, F.A.C., and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation. If the association is dissolved, and there remain common areas to be administered, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes. If there are no common areas at the time of dissolution, the assets shall be distributed proportionately among the Units on a pro rata basis, with reductions for Units on which assessments are owed at the time of such distribution.

## ARTICLE 6

### BOARD OF DIRECTORS

A. Number. The affairs of this Corporation will be managed by a Board of Directors consisting of not less than three (3) directors nor more than five (5) directors.

B. Directors. The Director's qualification, election, and removal and the method of filling vacancies on the Board of Directors shall be defined in the Corporation's Bylaws.

C. First Board. The name and address of the Member serving as the first Board of Directors is as follows:

#### NAME

#### ADDRESS

Andres Alberto Pompei  
David A. Coven  
Paul J. Lane

11098 Biscayne Blvd Suite 401-29 Miami, FL 33161  
2856 East Oakland Park Boulevard, Fort Lauderdale, FL. 33306  
7880 N University Dr. #200, Tamarac, FL. 33321

((H19000171523 3)))

D. First Board Powers. The first Board of Directors shall serve until the first meeting of Members that occurs after the date the Class B Membership terminates. At such time the Class A Members shall elect the Board of Directors. Until that date, any vacancies occurring in the membership of the first Board of Directors shall be filled by the remaining members of the first Board of Directors. The first Board of Directors shall have the power to adopt the Bylaws of this Corporation.

#### **ARTICLE 7**

#### **REGISTERED OFFICE**

The street address of the Corporation's initial registered office is 2856 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306 and the name of its initial registered agent is DAVID A. COVEN.

#### **ARTICLE 8**

#### **MISCELLANEOUS PROVISIONS**

A. Indemnification. This Corporation shall indemnify any and all of its directors, officers employees or agents, or former directors, officers, employees or agents to the full extent permitted by Section 607.0850 of the Florida Statutes as now written or as may hereafter be amended, which Statute is incorporated herein by reference.

B. Interested Party Transactions. No contract or transaction between this Corporation and one or more of its directors or officers, or between this Homeowners Association and any other Corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because his or their presence was counted in determining a quorum, or his or their votes are counted for such purpose. No director or officer of this Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

#### **ARTICLE 9**

#### **AMENDMENTS**

This Association reserves the right to amend or repeal any provision contained in those Articles of Incorporation or any amendments hereto if any such amendment receives an affirmative vote of more than seventy-five percent (75%) of the votes entitled to be cast by the Membership and provided that no amendment shall conflict with any provision of the Declarations.

((H19000171523 3)))

**ARTICLE 10**

**INCORPORATOR**

The names and addresses of the Incorporator of the Corporation is:

**NAME**

ANDRES ALBERTO POMPEI

**ADDRESS**

11098 Biscayne Blvd Suite 401-29 Miami, FL 33161

EXECUTED THIS 28 day of May, 2019

BY: 

ANDRES ALBERTO POMPEI,  
Incorporator/Declarant

STATE OF FLORIDA     }  
COUNTY OF BROWARD   }

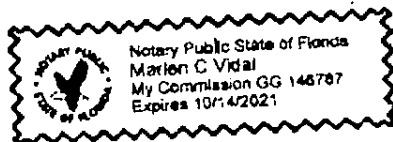
On this 28 day of May, 2019 personally appeared before me,  
ANDRES ALBERTO POMPEI, as Incorporator [ ] personally known or [ ☒ ] who  
provided proof of identification in the form of driver's license and  
acknowledged the execution of the foregoing Articles of Incorporation of PORTOFINO  
TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

(SEAL)

  
NOTARY PUBLIC

Print Name: Marlon C. Vidal

My commission expires \_\_\_\_\_



((H19000171523 3)))

**EXHIBIT A**

**DESCRIPTION OF PROPERTY**

Lots 19 through 29, inclusive, Block 67 of "PLAT OF A RE-SUBDIVISION OF BLOCKS 45, 46, 66 AND 67, OF LAUDERDALE", according to the plat thereof recorded in Plat Book 6, Page 18 of the Public Records of Broward County, Florida.