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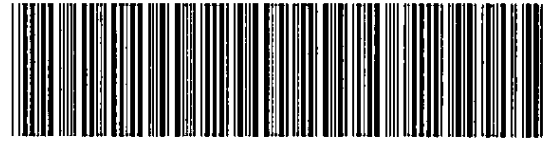
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Verdana Village Neighborhood 1 Association, Inc.

DOCUMENT NUMBER: N19000011072

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

Please return all correspondence concerning this matter to the following:

Christopher L. Pope, Esq.

(Name of Contact Person)

Pavese Law Firm

(Firm/ Company)

1833 Hendry Street

(Address)

Fort Myers, FL 33901

(City/ State and Zip Code)

dcameratta@camerattacompanies.com

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

For further information concerning this matter, please call:

Christopher L. Pope, Esq.

239 336-6208  
at (Area Code) (Daytime Telephone Number)

(Name of Contact Person)

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

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VERDANA VILLAGE NEIGHBORHOOD 1 ASSOCIATION, INC.

2021 JAN 28 PM 5:06

Name of Corporation: VERDANA VILLAGE NEIGHBORHOOD 1  
ASSOCIATION, INC.

Document Number: N19000011072

Pursuant to the provisions of Section 617.1006, Florida Statutes, this **Florida Not-For-Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation (otherwise, all other provisions shall remain the same):

**Amendment Adopted:**

SEE ATTACHED

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
VERDANA VILLAGE NEIGHBORHOOD 1 ASSOCIATION, INC.

\*\*\*\*\*

The date of Adoption of the Amendment(s) was: January 20, 2021

Adoption of Amendment(s) (check one):

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

Signed this 26 day of JANUARY, 2021.

Sign: 

- By the Chairman or Vice Chairman of the Board, President, or other Officer.
- If Directors have not been selected, then by an Incorporator.
- If in the hands of a Receiver, Trustee, or other Court appointed fiduciary, then that fiduciary

Print: DOMINIC CAMERATTA

Title: INCORPORATOR

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VERDANA VILLAGE NEIGHBORHOOD 1 ASSOCIATION, INC.**

---

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by the undersigned, Dominic Cameratta, as sole incorporator, for the purpose set forth below.

**ARTICLE I**

**NAME:** The name of the corporation is Verdana Village Neighborhood 1 Association, Inc. ("Association").

**ARTICLE II**

**PRINCIPAL OFFICE:** The initial principal office of the corporation is located at 21101 Design Parc Lane, #103, Estero, Florida 33928.

**ARTICLE III**

**PURPOSE AND POWERS:** This Association will not permit pecuniary gain or profit nor distribution of its income to its Members, Officers, or Directors. It is a corporation not-for-profit organized on a non-stock basis for the purpose of providing a residential homeowners' association. For the accomplishment of its purpose, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit, except as limited or modified by these Articles of Incorporation and a Declaration of Covenants, Conditions, Restrictions, and Easements ("Declaration") to be recorded in the Public Records of Lee County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including, but not limited to, the power to:

(A) Fix, levy, collect, and enforce payment, by any lawful means, all charges or assessments levied pursuant to the Declaration, and pay all expenses in connection therewith, and all office and other expenses incident to conducting the business of the Association, including all license fees, taxes, or governmental charges.

(B) Enforce any and all covenants, conditions, restrictions, and agreements applicable to the residential neighborhood known as Verdana Village Neighborhood 1.

(C) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

(E) Dedicate, sell, or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members.

(F) Purchase policies of insurance upon the properties and use the proceeds from such policies to effectuate its purposes.

(G) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation, or annexation shall have the consent of at least two-thirds (2/3) of the voting interests of the Association.

(H) Establish rules and regulations in accordance with the Governing Documents.

(I) Sue and be sued.

(J) Exercise any and all powers, rights, and privileges that a homeowners' association organized under Chapter 720, Florida Statutes, may now or hereafter have or exercise, subject always to the Declaration, as amended from time to time.

(K) Contract for services necessary to operate and maintain the common areas and improvements located thereon.

#### **ARTICLE IV**

**MEMBERSHIP AND VOTING RIGHTS:** Membership and voting rights shall be as set forth in the Bylaws of the Association. However, all owners of lots within Verdana Village Neighborhood 1 shall be Members of the Association.

#### **ARTICLE V**

**TERM:** The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall have perpetual existence. Notwithstanding anything in the foregoing to the contrary, the Association may be terminated in accordance with the Declaration and the Bylaws, subject however to any required prior governmental approval, and provided that, upon such termination, proper written consent must be duly recorded in the Public Records of Lee County, Florida.

#### **ARTICLE VI**

**BYLAWS:** The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

#### **ARTICLE VII**

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

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests.

(B) **Procedure.** A proposed amendment must be submitted to a vote of the Members not later than the next annual meeting for which proper notice can still be given.

(C) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests of the Association present and voting at any annual or special meeting called for the purpose, provided that notice of any proposed amendment must be given to the Members of the Association, and the notice must contain the full text of the proposed amendment.

(D) **Effective Date.** An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

## **ARTICLE VIII**

### **DIRECTORS AND OFFICERS:**

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision shall consist of five (5) Directors.

(B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting after the annual meeting of the Members and shall serve at the pleasure of the Board.

## **ARTICLE IX**

### **INITIAL DIRECTORS AND OFFICERS:**

The initial Directors and Officers of the Association shall be:

Raymond Blacksmith	President/Director	21101 Design Parc Lane, #103 Estero, Florida 33928
Nicholas Cameratta	Vice President/Director	21101 Design Parc Lane, #103 Estero, Florida 33928
Dominic Cameratta	Secretary/Treasurer/Director	21101 Design Parc Lane, #103 Estero, Florida 33928

## **ARTICLE X**

### **REGISTERED OFFICE AND INITIAL REGISTERED AGENT:**

The street address of the initial Registered Office of the Association is 21101 Design Parc Lane, #103, Estero, Florida 33928. The name of the initial Registered Agent of the Association is Dominic Cameratta, 21101 Design Parc Lane, #103, Estero, Florida 33928.

## **ARTICLE XI**

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

(A) Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe it was lawful.

(C) A transaction from which the Director or Officer derived or sought to derive an improper personal benefit.

(D) Recklessness, or an act or omission that was committed in bad faith or with malicious purpose, or in a manner exhibiting wanton and willful disregard for human rights, safety, or property in an action by or in the right of someone other than the Association or a Member.

(E) Wrongful conduct by Directors or Officers appointed by the Declarant in a proceeding brought by or on behalf of the Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Association. 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.

{REMAINDER OF PAGE INTENTIONALLY LEFT BLANK}

For the purpose of forming the Verdana Village Neighborhood 1 Association, Inc., under the laws of the State of Florida, the undersigned, Dominic Cameratta, being the incorporator of the Verdana Village Neighborhood 1 Association, Inc., has executed these Articles of Incorporation as of the 20 day of January, 2021.

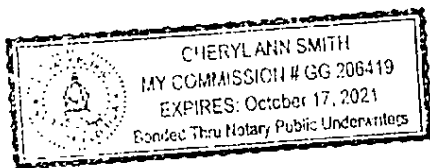
By: \_\_\_\_\_

Dominic Cameratta

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me by means of physical presence this 20 day of January, 2021, by Dominic Cameratta, who is personally known to me.

Notary Seal/Stamp



NOTARY PUBLIC

Sign: \_\_\_\_\_

Print: \_\_\_\_\_

Commission Expires: \_\_\_\_\_



**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated Verdana Village Neighborhood 1 Association, Inc., at the place designated in this Certificate, hereby agrees to act in this capacity, is familiar with and accepts the obligations of this position, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Dated this 20 day of January, 2021.

By: \_\_\_\_\_

Dominic Cameratta