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6/22/2021

COVER LETTER

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

SUBJECT: PORTO VISTA "A" CONDOMINIUM ASSOCIATION, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: J. Geoffrey Pilugner

Name (Printed or typed)

8470 Enterprise Circle, Suite 201

Address

Bradenton, FL 34202

City, State & Zip

941-907-0006

Daytime Telephone number

jpflugner@icardmerrill.com

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

NOTE: Please provide the original and one copy of the articles.

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

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ARTICLES OF INCORPORATION
OF
PORTO VISTA "A" CONDOMINIUM ASSOCIATION, INC.

In compliance with the requirements of Chapter 617 and 720 of the Florida Statutes, the undersigned, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I
NAME AND PRINCIPAL ADDRESS

The name of the corporation (hereinafter called the "Association") is: **PORTO VISTA "A" CONDOMINIUM ASSOCIATION, INC.** Its principal address is 333 S. Tamiami Trail, Suite 205, Venice, Florida 34285.

ARTICLE II
TERM OF EXISTENCE

The term for which this Association is to exist shall be perpetual.

ARTICLE III
PURPOSES

The specific primary purposes for which the Association is formed are to provide for the preservation of property values, amenities and opportunities relative to the tract of real property known as Porto Vista "A", a condominium, lying and being in The City of Venice, Sarasota County, Florida (the "Property") and for the management of the Association and the maintenance of the land and improvements thereon or therein, and to this end to subject the Property to protective covenants, conditions, and restrictions which promote the health, safety and welfare of owners of property within the above-described Property.

In furtherance of such purposes, the Association shall have power to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in a certain Declaration of Condominium of Porto Vista "A", a condominium, hereinafter called the "Declaration", applicable to the Property, to be recorded in the public records of Sarasota County, Florida, as the same may be amended from time to time as therein provided:

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- (b) Enforce the provisions of the Declaration in its name;
- (c) Affix, levy and collect, and enforce payment by any lawful means, of all charges and assessments pursuant to the terms of the Declaration, and pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges or assessments levied on or imposed against the property of the Association;
- (d) Acquire (by gift, purchase or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association pursuant to the terms of the Declaration;
- (e) Borrow money for authorized purpose and Common Expense, in accordance with the terms of the Declaration;
- (f) Dedicate, sell or transfer all or any part of the Condominium Property, as defined in the Declaration, or its other property to any public agency, authority, or utility for such purposes (which right shall not be exercised by the Association without Declarant's prior written approval);
- (g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, as defined in the Declaration, provided that any such merger, consolidation or annexation shall have the approval of the Declarant, as defined in the Declaration;
- (h) From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Property and Common Area, as defined in the Declaration;
- (i) Enter into contracts for maintenance and/or construction of the Common Area as defined in the Declaration;
- (j) Have and exercise any and all powers, rights and privileges of a non-profit corporation organized under Chapter 617 of the Florida Statutes.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against owners as provided in the Declaration, and no part of the assets or net earnings of the Association will inure to the benefit of its members, trustees, directors, officers, or other private persons, except as provided by law.

ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit, as defined in the Declaration, which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to

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include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit, as defined in the Declaration, which is subject to assessment by the Association, and is transferred only and automatically by conveyance of title to a Unit, as defined in the Declaration; however, the foregoing shall not be construed to prohibit assignment of membership and voting rights by an Owner who is a contract seller to his vendee in possession.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 8470 Enterprise Circle, Suite 201, Bradenton, Florida 34202. The Board of Directors may change the location of the registered office of said Association from time to time to any other address in Florida. The initial registered agent at the aforesaid address shall be Kelly C. Causey.

ARTICLE VI VOTING RIGHTS

PORTO VISTA OF VENICE DEVELOPMENT COMPANY BUILDING A, LLC, a Florida limited liability company, as "Declarant" under the Declaration, shall have the right to appoint a majority of the Board of the Association until the first of the following occurs (the "Turnover"): (i) December 31, 2024; (ii) turnover obligations as set forth in Florida Statute 718.301(i); or, (iii) Declarant, in its sole and absolute discretion, elects at any time to terminate its right to appoint the Board of the Association. After Turnover, each Owner shall have one vote for each Unit.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association, but at no time shall be less than three (3). Any Director may succeed himself in office. At the first annual meeting after Turnover, the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years. At each annual meeting thereafter, the members shall elect one Director for a term of three years. The names and addresses of the persons who are to serve as the initial Directors until the selection of their successors are:

Jayne E. Parrish	333 S. Tamiami Trail, Suite 205, Venice, Florida	34285
Marek Wojcicki	333 S. Tamiami Trail, Suite 205, Venice, Florida	34285
Stephanie L. Tancey	333 S. Tamiami Trail, Suite 205, Venice, Florida	34285

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JUL 10 2024

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by a President, a Vice President, a Secretary, a Treasurer and such other officers as may be designated by the Bylaws, and at the times and in the manner prescribed in the Bylaws. The names and addresses of the initial officers who shall serve until their death, resignation, removal or until successors are designated are as follows:

Jayne E. Parrish	President
Marek Wojcicki	Vice President
Stephanie L. Tancey	Secretary/Treasurer

ARTICLE IX NAME AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator to these Articles are:

Kelly C. Causey, Esq. 8470 Enterprise Circle, Suite 201, Bradenton, Florida 34205

ARTICLE X INDEMNIFICATION

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 completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Association), by reason of the fact that he/she is or was a director and/or officer of the Association, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer and/or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall apply to any action, claim or proceeding relating to a period of time during which this indemnification clause was in full force and effect. The Association is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Association funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs or borrow such funds as are necessary to fund any such deficiency. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary. The indemnification

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provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which the indemnitees are entitled, including, without limitation, those conferred under Florida law or the Bylaws, Articles or any agreement executed by the Association.

ARTICLE XI BYLAWS

The Bylaws of the Association shall initially be made and adopted by its first Board of Directors.

ARTICLE XII AMENDMENTS

After Turnover, amendments to these Articles of Incorporation may be proposed by persons entitled to cast 25% of the votes entitled to be cast by the Owners, as defined in the Declaration, or by a majority of the Board of Directors and shall be amended, altered, supplemented or modified by the membership at any annual meeting of the Association, or at any special meeting duly called for such purpose, by the affirmative vote of no less than three-fourths (3/4) of the Owners, as defined in the Declaration. Prior to Turnover, amendments to these Articles of Incorporation may be made by a majority vote of the Board of Directors. Said Amendment(s) shall be effective when a copy thereof, signed by the Secretary or an Assistant Secretary and executed and acknowledged by the President or Vice President, has been filed with the Florida Secretary of State.

ARTICLE XIII DISSOLUTION; MERGER; CONSOLIDATION

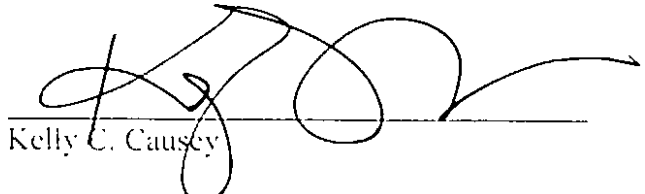
The Association may be merged or consolidated with another association not for profit, or may be dissolved, with the assent given in writing and signed by not less than a seventy-five percent of the Owners, as defined in the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to the purposes of the Association set forth herein and in the Declaration, in accordance with Florida Statutes, Sections 617.011 and 617.05.

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IN AND FOR THE COUNTY OF
DADE, FLORIDA

**ARTICLE XIV
INTERPRETATION**

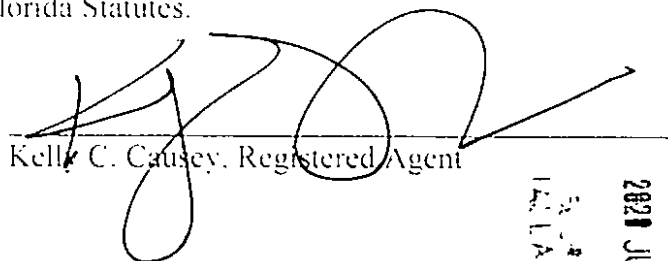
Express reference is made to the terms and provisions of the Declaration where necessary to interpret, construe and clarify the provision of these Articles. All terms defined in the Declaration shall have the same meaning where used herein. To the extent possible, these Articles shall be construed, interpreted and applied in a manner consistent and not in conflict with the terms and application of the Declaration.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of June, 2020.



Kelly C. Causey
"INCORPORATOR"

Having been named Registered Agent to accept service of process for PORTO VISTA "A" CONDOMINIUM ASSOCIATION, INC., at the registered office designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of this Florida Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.



Kelly C. Causey, Registered Agent

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