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2021 JUL 22 PM 12:47  
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## COVER LETTER

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

**SUBJECT:** MADEIRA BEACH WALK HOMEOWNERS 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:** ROBERT J. STANZ, P.A.

\_\_\_\_\_  
Name (Printed or typed)

5121 S. LAKE LAND DR., SUITE 2

\_\_\_\_\_  
Address

LAKELAND, FL 33813

\_\_\_\_\_  
City, State & Zip

863 709 0206

\_\_\_\_\_  
Daytime Telephone number

RJSTANZ@STANZLAW.COM

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

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

Law Office of  
**ROBERT J. STANZ, P.A.**

5121 South Lakeland Dr., Suite 2  
Lakeland, FL 33813  
Telephone: (863) 709-0206  
Facsimile: (863) 709-0249

**VIA REGULAR U.S. MAIL (FIRST CLASS)**

July 19, 2021

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

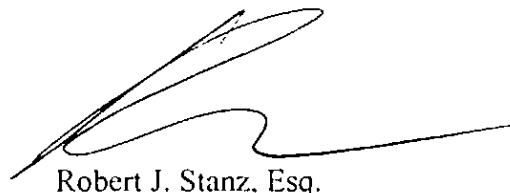
Re: Articles of Incorporation for New HOA  
Madeira Beach Walk Homeowners Association, Inc.

To Whom It May Concern:

Enclosed is the form "COVER LETTER", the **original** Articles of Incorporation for Madeira Beach Walk Homeowners Association, Inc. (the "Articles"), a **copy** for certification, and my firm's check (#23500) in the amount of \$87.50 payable the Department of State.

Once the Articles have been filed, please send my office the certified copy and certificate. If you have any questions or comments, do not hesitate to call my office. My email address is [rjstanz@stanzlaw.com](mailto:rjstanz@stanzlaw.com) and thank you in advance for your prompt attention to this matter.

Sincerely,



Robert J. Stanz, Esq.

cc: client

Encls.

**ARTICLES OF INCORPORATION  
OF  
MADEIRA BEACH WALK  
HOMEOWNERS ASSOCIATION, INC.**

2021 JUL 22 PM 12:48  
FALL AVE SEC. 11, LOT 11  
FALL AVE SEC. 11, LOT 11

In order to form a corporation under the laws of the State of Florida for the formation of corporations not-for-profit, the undersigned, hereby forms a corporation for the purposes and with the powers herein specified; and to that end the undersigned does, by these Articles of Incorporation (referred to herein as "Articles of Incorporation"), set forth:

**I. NAME**

The name of the corporation shall be MADEIRA BEACH WALK HOMEOWNERS ASSOCIATION, INC. ("Association").

**II. PURPOSE**

The purposes and objects of the Association shall be to administer the operation and management of the MADEIRA BEACH WALK residential subdivision in accordance with Chapter 720, Florida Statutes upon that certain real property situated in Pinellas County, Florida, described in the Declaration of Covenants, Conditions and Restrictions for Madeira Beach Walk to be recorded in the public records of Pinellas County, Florida ("Declaration") as such Declaration is amended from time to time, and to perform the acts and duties incident to the operation and management of the community accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association which will be adopted ("Bylaws") pursuant hereto and the Declaration as and when the property described therein together with the improvements situated thereon are submitted to are platted; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the lands submitted to the Association; the improvements thereon and such other property, real and/or personal, as may be or become part of the Association Property to the extent necessary or convenient in the administration of the governing documents of the Association. The Association shall be conducted as a non-profit organization for the benefit of its members.

**III. POWERS**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered.

B. The power to own, buy, sell, grant and convey real property and personal property.

C. Subject to the restrictions set forth in the Declaration, all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Adopt, establish and amend reasonable rules and regulations governing the Madeira Beach Walk subdivision in the Declaration.
2. Levy and collect individual, special, monthly, quarterly and annual assessments for the common expenses, from members of the Association in accordance with the Declaration.
3. Maintain, repair, replace, operate, lease and manage Association property, including the right to reconstruct improvements after casualty and to further improve and add to the Association Property.
4. To operate, maintain and manage the Stormwater Management System in a manner which is consistent with the Southwest Florida Water Management District Permit requirements and applicable Southwest Water Management District rules, and to assist in the enforcement of the terms and conditions of the Declaration which relate to the Stormwater Management District. The Board reserves the right to impose individual assessments for repairs and maintenance to the Stormwater Management System on individual lots.
5. Contract for the management of the Association and, in connection therewith, delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and Florida law.
6. Employ personnel to perform the services required for the proper operation of the community.
7. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Association property now existing or which may hereafter be established including without limitation the right to assess fines as provided herein.
8. Obtain and maintain adequate insurance to protect the Association and Association property in accordance with the requirements set forth in the Declaration.
9. Grant permits, licenses and easements over the Common Areas for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the community.
10. Contract to sue or be sued with respect to its exercise or non-exercise of its powers.
11. Borrow money, execute promissory notes and other evidences of indebtedness and to give security therefor.
12. To the extent that the Declaration, Articles or Bylaws, require the joinder of Members, execute, acknowledge and deliver such documents, and Members by acceptance of their deeds, irrevocably nominate, constitute and appoint the Association, through its duly authorized officers, as their proper and legal attorney-in-fact for such purpose. This appointment is coupled with an interest and is therefore irrevocable.

13. Pay all taxes and assessments which are liens against Association property, and assess the same against the Members and their Lots.

14. Prepare or cause to be prepared all financial reports required by Florida law.

15. Additional Fees. The Board of Directors, reserves the right to impose additional fees, including but not limited to new member fees and capital improvement fees on each Lot purchase, as permitted under Chapter 689.28, Florida Statutes.

C. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration, Bylaws and applicable Florida law (as of the date of incorporation).

#### **IV. MEMBERS**

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

A. The owners of Lots within the Madeira Beach Walk subdivision shall be members of the Association.

B. Membership shall be established by the acquisition of a fee title to a Lot, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Lot; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Lots at any time while such person or entity shall retain fee title to or a fee ownership interest in any Lot.

C. The interest 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(s) owned by such member. The funds and assets of the Association shall be expended, held and used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

D. On all matters upon which the membership is entitled to vote, as hereinafter provided, there shall be one, and only one vote for each Lot in the community which vote may be exercised or cast by the Owner(s) of each Lot as provided for in the Bylaws. Should any member own more than one Lot, such member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the Bylaws.

E. Until such time as the Declaration is recorded in the public records of Pinellas County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

## **V. EXISTENCE AND DISSOLUTION**

The Association shall have perpetual existence. The Association may be dissolved with the assent given in writing and signed by not less than seventy-five (75%) percent of the Members in accordance with the provisions of the Declaration, subject to notice to the Southwest Florida Water Management District. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or for the general welfare of the residents of the county in which the Association property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes. In addition, the conveyance of any portion of the Stormwater Management System, or the transfer of any maintenance obligations pertaining to the Stormwater Management System must be to an entity which would comply with the Florida Administrative Code, and the approval of the Southwest Florida Water Management District must be obtained.

## **VI. PRINCIPAL OFFICE/REGISTERED OFFICE/REGISTERED AGENT**

The principal office of the Association shall be located at 4614 W. Lowell Ave., Tampa, FL 33629, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

The Registered Agent is David Capece. The Registered Agent is located at 4614 W. Lowell Ave., Tampa, FL 33629.

## **VII. MANAGEMENT**

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the direction of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Association and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

## **VIII. BOARD OF DIRECTORS**

For so long as the Developer is in control of the Board of Directors, there shall be three directors. At the time of turnover of control, the number of directors may be increased to no more than three (3) provided that the Board may amend the number of directors, but in no event shall there be less than three members in the Board of Directors (the "Board").

## **IX. OFFICERS**

The Board of Directors shall elect at the annual meeting of members each year, a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

## **X. FIRST BOARD OF DIRECTORS**

The name and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are selected and have qualified, are as follows:

David Capece	Paul Dontenville	Theresa Dontenville
4614 W. Lowell Ave	4614 W. Lowell Ave	15506 Corona Del Mar Drive
Tampa, FL 33629	Tampa, FL 33629	Wimauma, FL 33598

## **XI. FIRST OFFICERS**

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President	-	David Capece
Vice President	-	Paul Dontenville
Secretary	-	Theresa Dontenville
Treasurer	-	David Capece

## **XII. BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the subscribers to these Articles of Incorporation at a meeting at which a majority of the subscribers is present, and, thereafter, the Bylaws may be amended, altered or rescinded by affirmative vote of the majority of the Board of Directors. No amendment to the Bylaws shall be passed which would change the rights and privileges of the Developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval.



### XIII. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance his duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

### XIV. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by the Board of Directors prior to turnover of the community.

#### APPROVAL BY BOARD OF DIRECTORS

The undersigned Directors approve these Articles of Incorporation unanimously on this day 9<sup>th</sup> day of July, 2021.

Signed: [Signature]  
Name: David Capece

Signed: [Signature]  
Name: Paul Dontenville

Signed: [Signature]  
Name: Theresa Dontenville

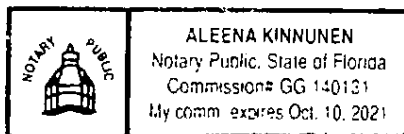
IN WITNESS WHEREOF, the subscriber hereto has set his hand and seal this 9<sup>th</sup> day of July, 2021.

By: [Signature]  
Name: David Capece  
Director/President/Incorporator

STATE OF FLORIDA  
COUNTY OF ~~PINELLAS~~ Hillsborough

The foregoing instrument was acknowledged before me this 9 day of July, 2021, in person ☒ OR ☐ online, by David Capece, as President, on behalf of the corporation, ☐ who is personally known to me OR ☒ who has produced Florida Driver License as identification and who did not take an oath.

(SEAL)



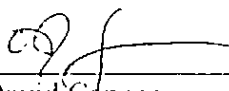
[Signature]  
Notary Public, State of Florida

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


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

MADEIRA BEACH WALK HOMEOWNERS ASSOCIATION, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 4614 W. LOWELL AVE., TAMPA, FL 33629, HAS  
NAMED DAVID CAPECE, LOCATED AT 4614 W. LOWELL AVE., TAMPA, FL 33629, AS  
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

**MADEIRA BEACH WALK  
HOMEOWNERS ASSOCIATION, INC.**

By:   
Name: David Capece  
As Its: President  
Dated: 7/9/21

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

By:   
Name: David Capece  
As Its: Registered Agent  
Dated: 7/9/21