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COVER LETTER

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

SUBJECT: GALERIA VILLAGE HOMEOWNERS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Vinicius Adam
Name (Printed or typed)

511 SE 5th Ave., Suite 104
Address

Ft. Lauderdale, FL 33301
City, State & Zip

(954) 451-0792
Daytime Telephone number

vinicius@vadamlaw.com
E-mail address: (to be used for future annual report notification)

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

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TALLAHASSEE

THIS INSTRUMENT PREPARED BY:
LEVINE LAW GROUP
2500 North Military Trail, Suite 283
Boca Raton, Florida 33431
(561) 999-9925

EXHIBIT "B"

ARTICLES OF INCORPORATION OF
GALLERIA VILLAGE HOMEOWNERS ASSOCIATION, INC.,
A NOT-FOR-PROFIT CORPORATION

The undersigned by these Articles of Incorporation hereby forms a corporation not-for-profit under Chapters 617 and 720, Florida Statutes, and certifies as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is Galleria Village Homeowners Association, Inc., and its mailing address is 117 NE 1st Ave, Suite 9112, Miami, Florida 33132.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Declaration of Covenants and Restrictions as the "Declaration"; these Articles of Incorporation as the "Articles"; and the By-Laws of the Association as the "By-Laws". All other definitions contained in the Declaration are incorporated by reference into these Articles.

ARTICLE III

PURPOSE AND POWERS

Section 3.1. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the homeowners association and corporate statutes for the operation of Galleria Village, located in Broward County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer, except as otherwise provided for by any law, as amended from time to time.

Section 3.2 Powers and Duties.

- A. General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation

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not for profit under the laws of the State of Florida, except as limited or modified by the Declaration, the By-Laws or Chapter 720, Florida Statutes and the not-for-profit corporate act. The powers of the Association shall also be as set forth in the Declaration and By-Laws, which shall include the promulgation of rules and regulations with respect to the property in the Community, the Lots included, and Common Area.

B. Powers. The Association shall have all of the powers reasonably necessary to operate the Community pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:

1. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Community and the Association, and to use the funds in the exercise of its powers and duties.
2. To protect, maintain, repair, replace and operate the property in the Community pursuant to the Governing Documents.
3. To purchase insurance upon portions of the Properties for the protection of the Association and its members, as required by law.
4. To make improvements of the property in the Community, subject to any limitations contained in the Declaration.
5. To reconstruct improvements after casualty.
6. To make, amend, and enforce reasonable rules and regulations governing the use of the Properties, inclusive of the Lots. The powers of the Association shall also include the power to make, amend and enforce rules and regulations regarding the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records, without the need for membership approval.
7. To contract for the management and maintenance of the Community, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
8. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties.
9. To demand rent from tenants in connection with the Association's right to the assignment of rents pursuant to Section 720.3085(8), Florida Statutes, as amended from time to time.

10. To suspend the use of common elements in accordance with Section 720.305, Florida Statutes, as amended from time to time.
11. Those powers set forth in the Declaration.

C. Limitation on Corporate Powers. The following limitations on the following powers of the Association as set forth in the corporate statute, shall apply:

1. No Directors, officers or committee members shall receive compensation for their services as Directors, officers and committee members. The foregoing shall not preclude Directors, officers and committee members from being (and who shall be) reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties, nor prohibit the Association from contracting with a Director or officer, or entity owned in part or in whole by same, subject to the provisions of the Chapter 720, Florida Statutes, as amended from time to time.
2. The Association may borrow money upon the approval of the Board of Directors alone.
3. All funds and the title to all property acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference.

D. Duties.

1. The Association shall adopt a Rule and Regulation concerning the posting of notices of Board meetings and the annual meeting.
2. The Association shall maintain an adequate number of copies of the Governing Documents and Rules and Regulations, and all amendments to the foregoing. The Association may charge its actual costs for preparing and furnishing the foregoing to those requesting same.
3. The Association shall ensure that the following contracts shall be in writing:
 - (a) Any contract for the purchase, lease or renting of materials or equipment, which is not to be fully performed within one year from the date of execution of the contract.

- (b) Any contract, regardless of term, for the provision of services; other than contracts with employees of the Association, and contracts exempted from the foregoing requirement by Chapter 720, Florida Statutes, as amended from time to time.
5. The Association shall obtain competitive bids for materials, equipment and services where required by Chapter 720, Florida Statutes, as amended from time to time. This provision shall not require the Association to accept the lowest bid.
 6. The Association shall obtain and maintain fidelity bonding as required by Chapter 720, Florida Statutes, as amended from time to time.
 7. The Association shall keep a roster of Owners and their addresses based on information supplied in writing by the Owners from time to time to the Association, and shall keep a roster of Institutional Mortgagees providing the Association with notice pursuant to Section 14.1 of the Declaration.
 8. To operate, maintain and manage the surface water or storm water management system(s) consistent with applicable permits, and shall assist in the enforcement of the Declaration which relates to the surface water or storm water management system(s).
 9. To levy and collect adequate assessments against the Owners for the costs of maintenance and operation of the surface water or storm water management system(s).
 10. To dedicate or transfer all or any portion of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed by the vote of the members referred to in the next sentence below. No such dedication or transfer shall be effective unless it is authorized and approved by at least two-thirds (2/3) of the voting interests.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1. Membership. The members of the Association shall be all record owners of Lots.

Section 4.2. Voting. The Owners of each Lot, collectively, shall be entitled to that vote as set forth in the By-Laws. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE V

DIRECTORS

Section 5.1. Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner and accordance with the relevant provisions specified in the By-Laws. Qualifications of Directors are contained in the By-Laws.

Section 5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 720 and 617, Florida Statutes and the Governing Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

- A. approval by Owners, when such approval is specifically required in the Law or Governing Documents; and/or
- B. action by the Executive Committee, if any.

Section 5.3. Election; Removal. Director(s) of the Association shall be elected in the manner determined by and subject to the terms and provisions set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 5.4. First Board of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Luis A. Noronha	117 NE 1 st Ave, Suite 9112 Miami, Florida 33132
Vinicius Adam	117 NE 1 st Ave, Suite 9112 Miami, Florida 33132
Andre Castro	117 NE 1 st Ave, Suite 9112 Miami, Florida 33132

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ARTICLE VI

OFFICERS

Section 6.1. Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

Section 6.2. Duties and Powers. The powers and duties of the officers are as provided in the By-Laws.

Section 6.3. Election; Removal. The Officers shall be elected by the Board of Directors of the Association at its first meeting after the election meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

Section 6.4. First Officers. The names and addresses of the first officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Luis A. Noronha, President	117 NE 1 st Ave, Suite 9112 Miami, Florida 33132
Vinicius Adam, Vice President	117 NE 1 st Ave, Suite 9112 Miami, Florida 33132
Andre Castro, Treasurer	117 NE 1 st Ave, Suite 9112 Miami, Florida 33132

ARTICLE VII

BY-LAWS

The By-Laws of the Association are as approved by the membership of the Association, and may be altered, amended or rescinded by the vote of both the Board of Directors and members of the Association in the manner provided in the By-Laws; with the vote of the Board alone permitted only if and as permitted in the By-Laws.

ARTICLE VIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

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SECRETARY
TALLAHASSEE, FL

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Section 8.1. Proposal. Amendments to these Articles may be proposed by a majority of the entire membership of the Board of Directors or by written petition signed by at least thirty percent (30%) of the voting interests of the members of the Association. Only one co-owner of a Lot need sign the petition for that Lot.

Section 8.2 Procedure; Notice and Format. In the event that any amendment is proposed by the Board of Directors, then the Board may propose the amendment to be considered at the annual or a special members' meeting. In the event that any amendment was proposed by written petition of the members, then the Board shall have forty (40) days from its receipt of the petition or ten (10) days after its next regular meeting, whichever time period is greater, to certify that the proper number of owners executed the petition. Once certified, the Board shall call a meeting of the members to vote on the amendments within sixty (60) days after certification of the signatures. An amendment may be considered at the annual or a special members' meeting. The full text of any amendment to the Articles shall be included in the notice of the members' meeting of which a proposed amendment is considered by the Owners members.

Section 8.3 Vote Required. Except as otherwise provided by Florida law, or by specific provision in these Articles, these Articles may be amended by concurrence of a majority of the entire membership of the Board of Directors then serving and not less than two-thirds (2/3) of the voting interests of all members of the Association. If the amendments were proposed by a written petition signed by the members pursuant to Section 8.1 above, then the concurrence of the Board of Directors shall not be required. No amendment shall be effective without the joinder and consent of the Developer so long as the Developer owns title to any Lot.

Section 8.4. Recording and Effective Date. A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy bearing the filing stamp of the Department of State shall be recorded in the public records of the County along with the joinder and consent of the Developer. The Certificate of Amendment shall, on the first page, state the book and page of the public records where the Declaration is recorded. The Certificate shall be executed by any officer with the formalities required for the recording of a deed. The amendment shall be effective upon recording in the public records of the County. Exception. As to any amendment to Article X of these Articles, this Section 8 shall not apply.

Section 8.5. Provisos. Notwithstanding any provision contained in these Articles to the contrary:

- A. An amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- B. Article XI of these Articles may be amended by the vote of a majority of the entire Board of Directors, without the need for membership approval, if a

statement of change of registered agent and/or office is on file with the Department of State.

C. Provisos.

1. So long as the Developer controls the Board of Directors as provided for in the By-Laws, these Articles may be amended by the vote of the Developer alone; and after such control is relinquished, so long as the Developer owns any Lot in the Community, no Amendment may be made without the written consent and joinder of the Developer. The right of the Developer to unilaterally amend the Articles is subject to F.S. 720.3075(5).
2. No amendment shall operate to unlawfully discriminate against any Lot or class or group of Lots.
3. No amendment shall diminish or impair any of the rights, privileges, powers and/or options provided in these Articles in favor of or reserved to record owners of any institutional mortgagee unless the institutional mortgagee shall join in the execution of the amendment.

ARTICLE IX

DISSOLUTION OF THE ASSOCIATION

Should the Association dissolve, the Water Management System must be transferred and maintained by one of the following criteria:

- A. Local government units, including counties and municipalities, Municipal Service Taxing Units, or special taxing units.
- B. Active water control districts created pursuant to Chapter 298, Florida Statutes, drainage districts created by special act, special districts defined in Chapter 189, Florida Statutes, Community Development Districts created pursuant to Chapter 190, Florida Statutes, Special Assessment Districts created pursuant to Chapter 170, Florida Statutes, or water management districts created pursuant to Chapter 373, Florida Statutes.
- C. State or federal agencies.
- D. Duly constituted communication, water, sewer, stormwater, electrical, or other public utilities.
- E. Construction permittees, subject to any provisions in the Governing Documents.

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SECTION 1
CLERK OF THE CIRCUIT COURT
JACKSONVILLE, FLORIDA

- F. Non-profit corporations, including homeowners' associations, property owners' associations, condominium owners' or master associations, subject to any provisions in the Governing Documents.

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The initial Registered Office of this Corporation shall be VAdam Law, PLLC, 511 SE 5th Ave., Suite 104, Fort Lauderdale, FL 33301, with the privilege of having its office and branch office at other places within or without the State of Florida. The initial Registered Agent at that address is Jay Steven Levine, Esquire.

IN WITNESS WHEREOF, the incorporator has affixed his/her signatures this 5th day of March, 2021.

WITNESSES:

Yann Salomon
Yann Salomon
Vinicius Adam
Vinicius Adam

Luis A. Noronha

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared by means of physical presence or ☒ on-line notarization, Luis A. Noronha, who after being duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my signature and official seal at Fort Lauderdale in the County of Broward, State of Florida, this 5th day of March, 2021.

Vinicius Adam
NOTARY PUBLIC, State of Florida at Large

My Commission Expires: 09/04/21

Online Notary Public: This notarial act involved the use of online audio/video communication technology.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of GALLERIA VILLAGE HOMEOWNERS ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I agree to act in the capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 5th day of March, 2021

Vinicius Adam WMA 021
2013-2015

REGISTERED AGENT – Vinicius Adam

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SECRETARY OF STATE
TALLAHASSEE, FL