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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**PROSPERITY VILLAGE HOMEOWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
PROSPERITY VILLAGE HOMEOWNERS ASSOCIATION, INC.  
A Florida not-for-profit corporation**

**ARTICLE 1**

**NAME AND ADDRESS**

1. Name and Address. The name and address of the corporation is: PROSPERITY VILLAGE HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). The address of the corporation's principal office and mailing address is: 4001 Design Center Drive, Suite 110, Palm Beach Gardens, Florida 33410.

**ARTICLE 2**

**DEFINITIONS**

2. Definitions. Unless defined in these Articles or the Bylaws all terms used in the Articles and the Bylaws shall have the same meanings as used in the DECLARATION OF COVENANTS AND RESTRICTIONS FOR PROSPERITY VILLAGE (the "Declaration").

**ARTICLE 3**

**PURPOSE**

3. Purpose. The purposes for which the Association is organized are as follows:
- 3.1 To operate as a corporate not-for-profit pursuant to Chapter 617, Florida Statutes, as a homeowners' Association pursuant to Chapter 720, Florida Statutes (2002).
  - 3.2 To administer, enforce and carry out the terms and provisions of the Declaration as same may be amended or supplemented from time to time.
  - 3.3 To administer, enforce and carry out the terms and provisions of any other Declaration of Covenants and Restrictions or similar document, submitting property to the jurisdiction of or assigning responsibilities, rights or duties to the Association and accepted by the Board of Directors of the Association (the "Board").
  - 3.4 To promote the health, safety, comfort and social and economic welfare of the Members of the Association and the Owners and residents of Lots and Dwelling Structures in Prosperity Village, as authorized by the Declaration, by these Articles, and the Bylaws.

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## ARTICLE 4

### POWERS

4. Powers. The Association shall have the following powers:

4.1 All of the common law and statutory powers of a corporation not-for-profit and a homeowners' Association under the laws of Florida, specifically, Chapters 617 and 720, Florida Statutes, which are not in conflict with the terms of these Articles.

4.2 To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

4.3 To enter into, make, establish and enforce rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the Association.

4.4 To make and collection Assessments for common expenses from Owners to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.

4.5 To own, purchase, sell, convey, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

4.6 To hold funds for the exclusive benefit of the Members of the Association as set forth in these Articles and as provided in the Declaration and the Bylaws.

4.7 To purchase insurance for the protection of the Association, its officers, directors and Members, and such other parties as the Association may determine to be in the best interest of the Association.

4.8 To operate, maintain, repair and improve all Common Areas and such other portions of Prosperity Village as may be determined by the Board from time to time.

4.9 To honor and perform under all contracts and agreements entered between third parties and the Association or third parties and the Developer that are assigned to the Association.

4.10 To appoint committees including to exercise architectural control, either directly or through appointed committees, over all buildings, structures and improvements to be placed or constructed upon any portion of Prosperity Village. Such control shall be exercised pursuant to the Declaration.

4.11 To provide for private security, fire safety and protection, and similar functions and services within Prosperity Village as the Board in its discretion determines necessary or appropriate.

4.12 To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, streets (to the extent not maintained by a governmental entity),

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pathways, and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Association and the Owners and residents of Prosperity Village as the Board in its discretion determines necessary or appropriate.

4.13 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or contract with others for the performance of such obligations, services and/or duties and to pay the cost thereof in accordance with whatever contractual arrangement the Board shall enter.

4.14 To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with all applicable rules and regulations.

## ARTICLE 5

### Members

5. MembersMembership. Except as is set forth in this Article 5, every person or entity who is a record titleholder of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity which holds such interest merely as a security for the performance of any obligation shall not be a Member. The Developer shall retain the rights of membership including, but not limited to, the voting rights, to all Lots owned by persons or entities not entitled to Membership as herein defined.

5.2 Transfer of Membership. Transfer of membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a transfer of record title to any Lot for which membership has already been established. The Owner designated by such instrument of conveyance thereby becomes a Member, and the prior Member's membership thereby is terminated. In the event of death of a Member, his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the recorded deed or other instrument establishing the transfer of ownership of the Lot, and shall be the responsibility and obligation of both the former and the new Owner of the Lot to provide such true copy of said recorded instrument to the Association.

5.3 Prohibitions Against Transfer. The share 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 associated with the membership of that Member, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot.

5.4 Determination of Voting Rights. Each Member shall at every meeting of the Members be entitled to one (1) vote in person or by proxy for each Lot owned by such Member

5.5 Voting by Co-Owners. If the Lot associated with the membership of a Member is owned by more than one person, the vote(s) of the Member may be cast at any meeting by any Co-Owner of the Lot. If when the vote(s) is (are) to be cast, a dispute arises between the

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Co-Owners as to how the vote(s) will be cast, they shall lose the right to cast their vote(s) on the matter being voted upon, but their vote(s) continue to be counted for purposes of determining the existence of a quorum.

5.6 Proxies. Every Member entitled to vote at a meeting of the Members, or to express consent or dissent without a meeting, may authorize another person to act on the Member's behalf by a proxy signed by such Member. Any proxy shall be delivered to the Secretary of the Association or the person acting as Secretary at the meeting, at or prior to the time designated in the order of business for so delivering such proxies. No proxy shall be valid after the expiration of ninety (90) days from the date of the meeting for which the proxy was given. Every proxy shall be revocable at any time at the pleasure of the Member executing it.

5.7 Calculation of Votes. Any question concerning the number of votes which may be cast by a Member shall be decided by the Board.

## ARTICLE 6

### PERSON SERVING ON THE BOARD

#### 6. Persons Serving on the Board.

6.1 Persons Serving on the Board. The affairs of the Association shall be managed by a Board consisting of not less than three (3) persons, nor more than five (5) persons, and which shall always be an odd number. The number of persons on the Board shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be three (3) persons on the Board.

6.2 Developer Control of Board. Notwithstanding anything to the contrary in these Articles, the Bylaws or the Declaration, Developer shall have the right to control the Association as more particularly outlined in the Bylaws of the Association and in accordance with Section 720.307, Florida Statutes, or until such earlier times as is determined by Developer, in Developer's sole discretion. Developer shall have the right to appoint all the Directors and to otherwise govern the affairs of the Association in accordance with the Bylaws of the Association subject, however, that such control and appointment of Directors shall at all times comply with Section 720.307, Florida Statutes; provided further, however, that Developer is entitled to elect at least one (1) Director as long as Developer holds for sale in the ordinary course of business at least one (1) Lot.

6.3 Board Exclusivity. All of the duties and powers of the Association existing under Chapters 617 and 720, Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.

6.4 A Director may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws. However, any Director appointed by the Developer may only be removed by the Developer, and any vacancy on the Board of a Director appointed by the Developer shall be filled by the Developer.

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6.5 The names and addresses of the Directors who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Daniel S. Catalfumo: 4001 Design Center Drive, Suite 110  
Palm Beach Gardens, FL 33410

Cara C. Mitchell: 4001 Design Center Drive, Suite 110  
Palm Beach Gardens, FL 33410

Alicia C. Brown: 4001 Design Center Drive, Suite 110  
Palm Beach Gardens, FL 33410

## ARTICLE 7

### OFFICERS

7. Officers. The Officers of the Association shall be a President, Vice President, Secretary, Treasurer or such other officers of the Board may from time to time by resolution create. The Officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board are as follows:

President:	Daniel S. Catalfumo
Vice President:	Giovanni S. Catalfumo
Secretary:	Giovanni S. Catalfumo
Treasurer:	Giovanni S. Catalfumo

## ARTICLE 8

### INDEMNIFICATION

#### 8. Indemnification.

8.1 Indemnification of Officers, Members of the Board or Agents. 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 contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, Officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duties to the Association unless and only to the extent that the Court in which such action or suit was brought shall determine, upon, application, that despite the adjudication of liability, but in view of all the

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circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding that he had no reasonable cause to believe that his conduct was unlawful.

8.2 To the extent that a Director, Officer, employee or agent of the Association is entitled to indemnification by the Association in accordance with this Article 8, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

8.3 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of Members or otherwise. As to action taken in an official capacity while holding office, the indemnification provided by this Article shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.4 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## ARTICLE 9

### BYLAWS

9. Initial Bylaws. The initial Bylaws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the Bylaws.

## ARTICLE 10

### AMENDMENTS

10. Amendments. For so long as Developer has the right to appoint a majority of the Board of Directors, Developer may cause the Board of Directors to amend these Articles and the Bylaws in its sole and absolute discretion. After the date Developer no longer has the right to appoint a majority of the Board of Directors, amendments to these Articles and to the Bylaws shall require the affirmative vote of those Members entitled to vote casting two-thirds (2/3) of the total votes entitled to be cast in the Association in favor of such amendment. Amendments to these Articles and to the Bylaws shall be proposed and adopted in the following manner:

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10.1 Initiation. A resolution to amend these Articles may be proposed by a majority of the Directors, or by Members holding not less than ten percent (10%) of the votes of the entire membership of the Association.

10.2 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

#### ARTICLE 11

##### TERM

11. The Association shall have perpetual existence. If, for whatever reason, the Association is dissolved by the Members, any Common Area, expressly including the operation and maintenance of the surface water or storm water management system, shall be conveyed to an appropriate agency of the local government for control and maintenance purposes. If no agency of the local government will accept such conveyance and responsibility, such property must be conveyed to a not-for-profit corporation similar to the Association.

#### ARTICLE 12

##### INCORPORATOR

12. The name and street address of the Incorporator is:

Peter S. Holton, Esq.  
Jones Foster P.A.  
505 S. Flagler Drive, Suite 1100  
West Palm Beach, FL 33401

#### ARTICLE 13

##### INITIAL REGISTERED OFFICE ADDRESS AND NAME OF INITIAL REGISTERED AGENT

13. The street address of the initial registered office of the Association is Jones Foster Service, LLC, 505 S. Flagler Drive, Suite 1100, West Palm Beach, FL 33401. The initial Registered Agent of the Association at the address is Peter S. Holton.

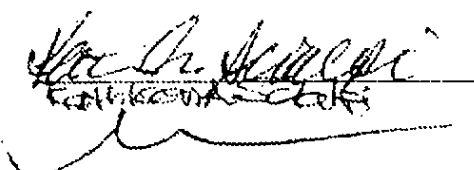
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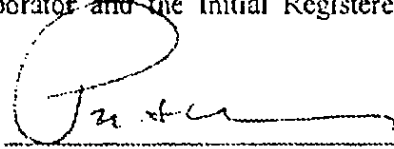


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IN WITNESS WHEREOF, the Incorporator and the initial Registered Agent have executed these Articles.

WITNESS:

  
Mary Wheden

  
Peter S. Holton, Esq.,  
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 5 day of January, 2022, by Peter S. Holton, Esq., who ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

My Commission Expires:

  
Notary Public - State of Florida



KATHLEENA SCIALPI  
Commission # GG 915133  
Expires October 7, 2023  
Bonded thru Budget Notary Services

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**CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

Prosperity Village Homeowners Association, Inc., desiring to organize as a not-for-profit corporation under the laws of the State of Florida with its registered office at Jones Foster Service, LLC, located at the registered office above at 505 S. Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.

JONES FOSTER SERVICE, LLC,  
Registered Agent

By: 

Peter S. Holton, Esq., Manager

Date: January 5, 2022

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