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FLORIDA PROFIT/NON PROFIT CORPORATION

Parcela Mediterranea Homeowners Association, Inc.

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EXHIBIT "B"

**ARTICLES OF INCORPORATION
OF
PARCELA MEDITERRANEA HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida, hereby adopts the following Articles of Incorporation (the "Articles") and files the same with the Secretary of the State of Florida in order to form a corporation not for profit in accordance with the laws of the State of Florida, including, but not limited to, Chapters 617 and 720.

ARTICLE I

The name of this corporation is PARCELA MEDITERRANEA HOMEOWNERS ASSOCIATION, INC., a not for profit corporation (the "Association").

ARTICLE II

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida, pursuant to Chapters 617 and 720 of the Florida Statutes. The Association is organized for the purpose of providing an entity for the operation of a residential planned development located in Collier County, Florida.

The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director, or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions, or the Bylaws of the Association, and it shall have all of the powers and duties reasonably necessary to operate the Community pursuant to the Declaration of Covenants, Conditions, and Restrictions for Parcela Mediterranea (the "Declaration"), as it may hereafter be amended including, but not limited to, the following:

(A) To levy and collect assessments against all Members of the Association to defray the costs, expenses, and losses of the Association, and to use the proceeds of assessments in the exercise of its power and duties.

(B) To own, lease, maintain, repair, replace or operate the Common Areas.

(C) To purchase insurance upon the Common Areas for the protection of the Association and its Members.

(D) To reconstruct improvements after casualty and to make further improvements of the Common Areas.

(E) To make, amend, and enforce reasonable rules and regulations governing use of the Common Areas and the operation of the Association.

(F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association.

(G) To contract for the management and maintenance of the Common Areas 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.

(H) To employ accountants, attorneys, architects, or other professional personnel to perform the services required for proper operation of the Properties.

(I) To acquire, own, and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Community, if they are intended to provide enjoyment, recreation, or other use or benefit to the Members. Except as provided herein and in the Declaration, all funds and title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles, and the Bylaws of the Association.

(J) To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.

(K) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by the South Florida Water Management District, including, but not limited to, all lakes, retention areas, culverts and related appurtenances.

ARTICLE III

The Association shall have perpetual existence.

ARTICLE IV

The qualifications required for membership, and the manner in which Members shall be admitted to membership, shall be as stated in the Declaration and/or the Bylaws of the Association. Each and every Owner of a Lot or Living Unit in this subdivision shall be a Member of the Association.

ARTICLE V

The street address of the initial principal office of the Association is **7797 Berkshire Pines Drive, Naples, Florida 34104**. The name of the registered agent of the Association is **PLF Registered Agent, LLC**, and the address of the initial registered office is **1833 Hendry Street, Fort Myers, Florida 33901**.

Having been named to accept service of process for Parcela Mediterranea Homeowners Association, Inc., 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.

ACCEPTED BY: _____

Christopher L. Pope, Esq.

ARTICLE VI

The number of Directors shall initially consist of three (3), but may be increased pursuant to the Bylaws of the Association, and in no event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the Bylaws of the Association.

ARTICLE VII

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the Bylaws of the Association, shall hold office for the first year of existence of this Association or until his successor is elected and has qualified are:

NAME/DESIGNATION**ADDRESS****Francisco Javier Canizares, President****7797 Berkshire Pines Drive
Naples, FL 34104****Jose Picot, Vice President****7797 Berkshire Pines Drive
Naples, FL 34104****Ramon Picot, Secretary/Treasurer****7797 Berkshire Pines Drive
Naples, FL 34104****ARTICLE VIII**

The Association is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Association, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

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ARTICLE IX

The name and address of the incorporator of these Articles is:

**Christopher L. Pope, Esq.
Pavese Law Firm
1833 Hendry Street
Fort Myers, FL 33901**

Signed: 
Christopher L. Pope

ARTICLE X

Bylaws of the Association may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles.

ARTICLE XI

Amendments to the Articles may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the Bylaws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the Members properly called and noticed as provided in the Bylaws of the Association, such Amendment shall be forwarded to the Secretary of State of the State of Florida, and filed, and shall become effective upon issuance, by said officer, of a certificate reflecting same.

ARTICLE XII

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of eighty percent (80%) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association including, but not limited to, the surface water management system, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

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 attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he 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 established that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interest 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 his action was lawful.

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

(D) 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, the right to indemnification shall not apply unless the Board of Directors approved 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.

ARTICLE XIV **INTERPRETATION**

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results. In case of any conflict between these Articles and the Bylaws of the Association, these Articles shall control. In case of any conflict between these Articles and the Declaration, the Declaration shall control.

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