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FLORIDA PROFIT/NON PROFIT CORPORATION  
The Madina Subdivision Homeowners' Association, Inc.

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2022 JUL 19 PM 3:56

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**ARTICLES OF INCORPORATION  
FOR  
THE MADINA SUBDIVISION  
HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, hereby agree to the following:

**ARTICLE I  
NAME**

The name of the corporation THE MADINA SUBDIVISION HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association."

**ARTICLE II  
PURPOSE AND POWERS**

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, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer. 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 the laws of the State of Florida, except as limited or modified by the Articles, the Declaration of Covenants, Condition and Restrictions applicable to the properties subject to the jurisdiction of the Association, and the Bylaws as they may hereafter be amended, (hereinafter the "Governing Documents") including but not limited to the following:

A. To promote the health, safety and social and economic welfare of property owners within the area referred to as MADINA SUBDIVISION.

B. To represent the property owners in governmental issues at all levels of the government where such issues may impact upon the well-being of the community.

C. To establish and enforce various codes, regulations, restrictions and rules, which will maintain the distinct environment and residential atmosphere of the subdivision, in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions for Madina Subdivision which shall be recorded in the Public Records of Sarasota County, Florida.

D. To maintain, repair, replace and operate the Common Areas, including the landscaping in the general and common areas, water management areas, drainage easements, roads, streets and any property or structure which may be the responsibility of the Association.

E. To adopt budgets, and levy, collect and enforce by any lawful procedure, assessments against 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 powers and duties.

F. To purchase insurance upon Common Areas and Association property for the protection of the Association and its members.

G. To reconstruct Common Area improvements after casualty and to make further improvements of the Common Areas.

H. To make, amend, rescind, and enforce reasonable rules and regulations governing the users of the lots and the Common Areas, and the operation of the Association.

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- I. To charge recipients for services rendered by the Association and for use of Association property when it is deemed appropriate by the Board of Directors of the Association,
- J. To enforce the provisions of the Governing Documents.
- K. To contract for the management services and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the governing Documents to be exercised by the Board of Directors or the membership of the Association.
- L. To employ accountants, attorneys, architects, and other profession or non-profession personnel to perform the services required for the proper operation of the Association.
- M. To borrow money as necessary to effectuate the objects and purposes of the Association. The prior approval of a majority of the voting interest present in person or by proxy at a members meeting called for the purpose shall be required, in the following events: (i) if the amount to be borrowed exceeds twice the then current annual budget of the Association, or (ii) to mortgage, pledge, hypothecate, assign, or grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.
- N. All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provision of the Governing Documents.

### ARTICLE III MEMBERSHIP

- A. The members of the Association shall consist of (i) all record owners of a fee simple interest in one or more lots in Madina Subdivision, excluding those who hold such interest merely as the security for the performance of an obligation, (ii) the Developer as long as the Developer owns a Lot, and (iii) as further provided in the Bylaws.
- B. Change of membership shall be established by recording in the Public Records of Sarasota County, Florida, a deed or other instrument and by the delivery to the Association a copy of such instrument.
- C. The share of a member in the funds and assets of the Association cannot be assigned, or transferred in any manner except as an appurtenance to his unit.
- D. The owners of each Lot, collectively, shall be entitled to the number of votes in Association matters as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

### ARTICLE IV ADDITIONAL MEMBERS

As more particularly set forth in the Declaration of Covenants, Conditions and Restrictions for Madina Subdivision, the Developer has reserved the right to add additional lands or phases to the Madina Subdivision development. If the Developer does in fact add those additional lands, then all of the record owners of a fee simple interest in one or more Lots shall also be members of the Association, under the same conditions set forth in the preceding Article III.

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#### ARTICLE V TERM

- A. The term of the Association shall be perpetual.
- B. In the event of the dissolution of the Association, the assets shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

#### ARTICLE VI BYLAWS

The Bylaws of the Association will initially be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended, or rescinded in the manner provided therein.

#### ARTICLE VII DIRECTORS AND OFFICERS

A. The affairs of the Association shall be administered by a Board of Directors determined by the Bylaws, but never less than three (3) Directors, nor more than five (5) Directors. As long as the Developer owns one Lot in Madina Subdivision, the Developer has the right to appoint a majority of the Directors. Directors appointed by the Developer need not be members of the Association. Directors elected by the membership must be members of the Association.

B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The names and addresses of the persons who are to serve on the first Board of Directors are as follows:

*Lassead Souiai*

\_\_\_\_\_

*Darcy Ferrari*

\_\_\_\_\_

*Ibrahim Souiai*

\_\_\_\_\_

*Ibrahim Alnadi*

\_\_\_\_\_

*Sohair Alnadi*

\_\_\_\_\_

D. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

#### ARTICLE VIII AMENDMENTS

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

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A. **Proposal.** Amendment to these Articles may be proposed by the Board of Directors or upon written petition of at least 10% of the voting interests.

B. **Procedure.** Upon any amendment or amendments to these Articles being proposed by Board or members, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next meeting for which proper notice can be given.

C. **Vote Required.** Except as otherwise provided for by Florida Law, these Articles of Incorporation may be amended by vote of at least two-thirds of the voting interests present or voting at any annual or special meeting or by approval in writing by at least two-thirds of the voting interests without a meeting, provided that notice of any proposed amendment had been given to the members of the Association, and that the notice contains the text of the proposed amendment.

D. **Effective Date.** An amendment shall become effective upon proper filing of Articles of Amendment with the Secretary of State and recording a certified copy in the Public Records of Sarasota County, Florida.

E. **Proviso.** (i) As long as the Developer has the right to appoint a majority of the Board, no amendment shall be adopted without the Developer's written consent. (ii) Any amendment which could affect any water management area must have the prior written approval of the Southwest Florida Water Management District and of Sarasota County.

#### ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities including attorney's 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 apply to:

A. Gross negligence or willful misconduct in office by any director or officer.

B. Any criminal action, unless the director or officer acted in good faith and in a manner he reasonably believed was in, or not opposed to, the best interest of the Association, and had not reasonable cause to believe his action was unlawful.

C. To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in A. or B. above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses incurred by him in connection therewith. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves 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.

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 each initialed by the affiant / acknowledge, ...

Page 5 of 6, ...

#### ARTICLE X INTERPRETATION

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning were used in these Articles, and the rules of interpretation, construction, application and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

#### ARTICLE XI OFFICE ADDRESS AND INITIAL REGISTERED AGENT

The initial registered office of the Corporation is 3350 49<sup>th</sup> Street, Sarasota, FL 34235.

The initial registered agent thereat upon whom process may be served is Laurie B. Sams with a registered office address at 3859 Bee Ridge Road, Suite 202, Sarasota, FL 34231.

#### ARTICLE XII INCORPORATOR

The name and street address of the Incorporator to the Articles of Incorporation is Lassaad Souiai, PO Box 1518, Tallavast, Florida 34207.

IN WITNESS WHEREOF, Lassaad Souiai has caused these Articles to be executed for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 15 day of June, 2022.

By: Lassaad Souiai  
 LASSAAD SOUIAI, Incorporator

STATE OF FLORIDA  
 COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take the acknowledgments in the State and County aforesaid, personally appeared LASSAAD SOUIAI by [ X ] personal presence or [ ] online, who is personally known to me or produced a driver's license as identification, the incorporator to the foregoing Articles of Incorporation, and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of JUNE, 2022.

Notary Public

Julie M. Sherbill  
 Vice Consul U.S. Embassy  
 Tunis, Tunisia

2022 JUL 19 PM 3:56

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Having been named to accept service of process for MADINA SUBDIVISION HOMEOWNERS' ASSOCIATION, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 1, 2022

  
Laune B. Sams, Registered Agent

2022 JUL 19 PM 3:56

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