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JANUARY 2025



ATTORNEYS & COUNSELORS
ESTABLISHED 1925

ROBERT E. ZIEGLER(1929-2018)
J. PATRICK DYAL^o
ROMNEY C. ROGERS^{oo}
MARK F. BOOTH
ROMNEY C. (CAM) ROGERS, JR^{ooo}

CHARLIE HAMBROOK
KAREN ARGUELLES
^o RETIRED
^{oo} ALSO ADMITTED TO GEORGIA BAR
^{ooo} LL.M. IN ESTATE PLANNING

November 19, 2024

Mailed via Federal Express: #4171 983 1212
Florida Department of State
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Filing Documents with the Secretary of State for the incorporation of a new, Florida Non-Profit Corporation, Matteo Court Association, Inc.

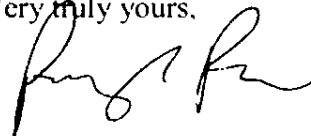
Dear Sir or Madam:

Enclosed please find the following documents for filing with the Secretary of State pursuant to Section 617.1007 and Chapter 720 of the Florida Statutes:

1. Articles of Incorporation for Matteo Court Association, Inc.,
2. Certificate Designating Place of Business Or Domicile For The Service Of Process Within This State, Naming Agent Upon Whom Process May Be Served;
3. Check No. 10328 in the amount of **\$87.50** representing:
 - a) \$35.00 – Filing Fee for Articles of Incorporation;
 - b) \$35.00 – Filing Fee for Designation of Registered Agent;
 - c) \$ 8.75 – Certificate Copy
 - d) \$ 8.75 – Certificate of Status
4. Postage pre-paid envelope for return of items c) and d), above.

Please return the Certified Copy and Certificate of Status using the enclosed postage pre-paid envelope.

Very truly yours,



Romney C. Rogers, Jr.

RCR, Jr./ch
Enclosures

**ARTICLES OF INCORPORATION
OF
MATTEO COURT ASSOCIATION, INC.**

In order to form a corporation not for profit pursuant to Section 617.1007 of Florida Statutes, those named herein associate themselves for the purposes of incorporating MATTEO COURT ASSOCIATION, INC., as a Homeowners Association under Chapter 720 of the Florida Statutes.

ARTICLE I
NAME

The name of this corporation shall be MATTEO COURT ASSOCIATION, INC., hereinafter referred to as the ("Association" or "MATTEO COURT"). The principal business and mailing address of this corporation shall be 9159 Main Street, Clarence, New York 14034.

ARTICLE II
PURPOSE

The purpose of the Association is to acquire title to and own, and whether owned or not, to operate, maintain and preserve the Common Area, and serve the community as such term is defined in the Declaration of Covenants, Conditions, Restrictions, and Easements of MATTEO COURT, which will be recorded among the Public Records of Palm Beach County, Florida, (hereinafter called "Declaration"), for a development of single family homes located in the City of Delray Beach, Palm Beach County, Florida, known as MATTEO COURT. The Association is also formed to maintain the privately owned areas of MATTEO COURT, which are not maintained by their Owners, as such term is defined in the Declaration, and to perform such other duties assigned to it in the Declaration. The roadway improvements that provide ingress and egress will be undertaken to serve both residence and for public access as well as the installation of a sewer lift station which will have shared use by an adjacent property development.

ARTICLE III
POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration; together with all powers necessary, to fulfill all such stated powers and the duties expressly given to it by such Declaration and Florida Statutes. These powers include, but are not limited to, the power to:

1. Maintain, repair, improve and insure the Common Area as defined in the Declaration and other real or personal property which the Association owns or which it has assumed the obligation to maintain, including without limitation the surface water management system which includes the retention areas, culverts and related appurtenances;

2. Make and collect assessments from its Members as defined herein and in the Declaration;

3. Pay all Association expenses;

4. Acquire title to and exercise all rights of ownership in and to any real or personal property;

5. Own and convey real or personal property;

6. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains;

7. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association;

8. Sue and be sued;

9. Contract for operation and maintenance services;

10. Require all Owners to be Members of the Association;

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THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
TALLAHASSEE, FLORIDA

11. Exist in perpetuity, but in the event that the Association is dissolved, the Common Area including any surface water management system shall be conveyed to an appropriate agency of local government, or if not, accepted to a nonprofit corporation with similar purposes:

12. To pay taxes and other charges on or against property owned or accepted by the Association;

13. Take any other action necessary to accomplish the purposes for which the Association is formed.

ARTICLE IV
MEMBERS, VOTING AND ASSESSMENTS

A. MEMBERSHIP AND VOTING

1. Every record Owner of a fee interest in any Parcel, as defined in the Declaration, including contract Sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Parcel. Membership shall become effective immediately upon becoming an Owner, which shall require the owner of the Parcel to provide the Association with a copy of the recorded deed to the ownership Parcel.

2. Change 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 record of title to a Parcel, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior Owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of an ownership Parcel in MATTEO COURT.

4. There shall be two (2) classes of membership as follows:

a) Class A. As long as there is a Class B membership, Class A Members shall be all Owners of Parcels, as defined in the Declaration, other than the Declarant, as defined in the Declaration, and shall be entitled to one vote for each Parcel owned. Upon termination of Class B membership, Class A Members shall be all Owners, including the Declarant, as long as the Declarant is an Owner and each Owner shall be entitled to one vote for each Parcel owned. If more than one (1) person owns an interest in any Parcel, all such persons shall be Members, but there shall be only one (1) vote cast with respect to such Parcel. Such vote may be exercised as the Owners determine among themselves, but no split vote shall be permitted.

b) Class B. The Class B Member shall be the Declarant and as long as there is a Class B voting membership the Declarant shall be entitled to one vote plus two (2) votes for each vote which the Class A Members are entitled to cast in the aggregate at any time and from time to time (the "Class B Control Period"). The Class B Control Period shall end and Declarant shall turn over control of the Association to the Class A members upon the earlier of the following events:

(i) Three (3) months after the date when ninety percent (90%) of the Parcels, including Parcels in property annexed or planned for annexation by Declarant, have been sold to parties other than Builders, or

(ii) Sooner, at the sole election of the Declarant, whereupon the Class A Members shall be obligated to elect a majority of the Board and assume control of the Association.

c) Upon termination of the Class B Membership, the Declarant shall remain a Class A Member with respect to those Parcels to which are then still owned by the Declarant.

B. ASSESSMENTS

The Association will obtain funds with which to operate by assessment of its Members in accordance with the provision of the Declaration of Covenants, Restrictions and Easements for MATTEO COURT.

ARTICLE V BOARD OF DIRECTORS

1. The affairs of the Association shall be initially managed by a Board of Directors, whose names and address are:

Angelo Natale, 9159 Main Street, Clarence, New York, 14031
Robert Corrao, 9159 Main Street, Clarence, New York, 14031
Laurie Sisti, 9159 Main Street, Clarence, New York, 14031

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association, but there shall not be less than three.

ARTICLE VI OFFICERS

1. The officers of the Association shall be President, Vice President, Secretary and Treasurer, and such additional officers as the By-Laws specify. Directors shall elect the officers at their annual meeting or at any special meeting called for that purpose. Both Directors and Officers shall hold office until a qualified successor is duly elected and have taken office.

2. The first officers who shall serve until the first election are:

Angelo Natale	President
Robert Corrao	Vice President
Lauri Sisti	Secretary/Treasurer

ARTICLE VII
BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any Member or any Director prior to a meeting at which it will be considered.
2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.
3. The amendment must be approved, either in person or by proxy by at least a majority of the entire membership of the Board of Directors.
4. No amendment may change the qualifications for membership in the Association.
5. No amendment, which will affect the Declarant, shall be adopted unless the Declarant has consented thereto in writing.

ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles may be amended in the manner set forth in Chapter 720, Florida Statutes, provided, however, that any amendment to these Articles shall require the written consent of two-thirds (2/3) of the Owners at any regular or special meeting of the membership duly caused and convened. No such amendment may diminish any rights of the Class B Member, however, unless joined in by such Class B Member.

ARTICLE IX
DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the Members and all mortgagees. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association (including without limitation

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FLORIDA

the surface water management system portions of the Common Area) shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the 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, but in no event shall such assets inure to the individual benefit of any Member or other private individual.

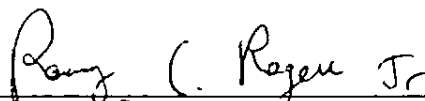
ARTICLE X
RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process shall be Rogers, Morris & Ziegler LLP, whose address within the State of Florida is 1401 East Broward Boulevard, Suite #300, Fort Lauderdale, Florida, 33301.

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Association (and the Directors and Officers as a group) shall be indemnified by the Association against all expenses and liabilities, including attorney fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for forming MATTEO COURT ASSOCIATION, INC., this 19th day of November, 2024.



Print Name: Romney C. Rogers Jr.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

MATTEO COURT ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of operation of business in Palm Beach County, State of Florida, has named Rogers, Morris & Ziegler LLP, located at 1401 East Broward Blvd. Suite #300 Fort Lauderdale Florida 33301, as its 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 accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

Print Name:

Dated:

Romy C. Rogers Jr
Romy C. Rogers Jr., Partner
November 19, 2024

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