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FLORIDA PROFIT/NON PROFIT CORPORATION

43 Westwood Homeowners' Association, inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION OF
43 WESTWOOD HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, acting as Incorporator, adopts the following Articles of Incorporation (the "Articles") pursuant to the laws of the State of Florida:

**Article I
NAME AND DEFINITIONS**

The name of the corporation shall be **43 WESTWOOD HOMEOWNERS' ASSOCIATION, INC.**, a Florida not-for-profit corporation (the "Homeowners' Association" or "Association"). Except as otherwise defined herein, all capitalized terms used herein shall have the meanings, if any, given to them in the Declaration of Covenants, Restrictions and Easements for 43 Westwood (the "Declaration" or "Community Covenants") recorded or to be recorded in the Public Records of Orange County, Florida, by 43 Westwood LLC, a Florida limited liability company (the "Declarant").

**Article II
PURPOSES AND POWERS**

2.01 Purposes. The Association is organized under Chapter 617 of the laws of the State of Florida, subject to the Act. The specific purposes for which the Association is organized are:

(a) To promote the health, safety and social welfare of the Owners within the Community as described in the Declaration.

(b) To own and maintain, repair and replace the Association Property and the Common Areas and other items, including landscaping and other improvements in and/or benefiting said Association Property and Common Areas, for which the obligation to maintain and repair has been delegated and accepted.

(c) To control the specifications, appearance, and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

(d) To operate without profit for the benefit of its Members.

(e) To perform those functions granted to or reserved by the Association in the Declaration.

2.02 Powers. The Association shall have the powers necessary or desirable to perform the obligations and duties, and to exercise the rights and powers set out, in these Articles, the By-Laws or the Declaration, including, without limitation, the following:

(a) To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles.

(b) To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

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(c) To delegate power or powers where such is deemed in the interest of the Association.

(d) To affix assessments to be levied against Lots within the Community and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with organizations for the collection of such assessments.

(e) To pay taxes and other charges, if any, on or against the Association Property and the Common Areas.

(f) To have all express powers conferred upon the Association by the Declaration and the Act, and to have all powers conferred upon a corporation by the laws of the State of Florida, including Chapter 617 Florida Statutes, except as prohibited herein.

(g) To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Properties, including contracting for services to be provided to the Association.

(h) To own, convey, buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real and personal property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Properties.

(i) To borrow money for any purpose subject to all limitations in the Declaration or By-Laws.

(j) To sue and be sued.

(k) To adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration.

(l) To operate and maintain Stormwater Management System, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains compensation areas, wetlands and any associated buffers and wetland mitigation areas, preserve areas and conservation easements, as applicable and required by the District Permit, and to contract for services to provide for such operation and maintenance.

(m) To contract for services for the operation, maintenance, and management of Common Areas and Association Property and all other property dedicated to or maintained by the Association.

The foregoing statement of purposes shall be construed as a statement both of purpose and of powers, and such purposes and powers shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause or statement but shall be broadly construed as independent purposes and powers.

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Article III
MEMBERS

3.01 Membership The Members of the Association shall be as follows:

- (a) Owners. Each Owner of a Lot shall be a Class A Member of the Association.
- (b) Declarant. The Declarant shall be the sole Class B Member of the Association until termination of the Class B membership, as provided in the Declaration.

3.02 Members' Voting Rights. On all matters upon which the Members shall be entitled or required to vote, each Member shall have the following number of votes:

- (a) Each Owner shall be entitled to cast one (1) vote for each Lot owned by such Owner.
- (b) The Declarant shall have three (3) votes for each of the votes held by all Class A Members of the Association.

3.03 General Matters. Unless otherwise specified, when reference is made herein, or in the Declaration, By-Laws, rules, regulations, management contracts or otherwise, to a "Required Percentage" of Members, such reference shall be deemed to be a reference to a majority of the voting interests entitled to be cast by the Members in person or by proxy and voting at any meeting of the Members at which a quorum shall have been attained.

3.04 Meetings of Members. The By-Laws shall provide for an annual meeting of Members, and may provide for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if at least thirty-three percent (33%) of the total voting interests which may be cast by the Members shall be represented at the meeting of the Members. Unless otherwise specifically required by applicable law, references herein and in the Declaration, By-Laws and other documents administered by or binding on the Association shall be deemed to refer to meetings and voting interests of Members.

Article IV
CORPORATE EXISTENCE

The Association shall have perpetual existence.

Article V
BOARD OF DIRECTORS

5.01 Management by Directors. The property, business and affairs of the Association shall be managed by a Board, which shall initially consist of three (3) directors. A majority of the directors shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including annual meetings.

5.02 Original Board of Directors. The names and addresses of the first Board, who shall hold office until the first election and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

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<u>Name</u>	<u>Address</u>
Diego Besga	8600 Commodity Circle, Suite 117 Orlando, FL 32819
Richard Canelon	8600 Commodity Circle, Suite 117 Orlando, FL 32819
Luciano Gesuiti	8600 Commodity Circle, Suite 117 Orlando, FL 32819

5.03 Appointment of Directors. The Board of Directors shall be elected or appointed as follows:

(a) The Declarant shall have the right to appoint all of the directors of the Association until termination of the Class B membership, as provided in the Declaration.

(b) Upon termination of the Class B membership, all three (3) directors shall be elected or appointed by the Owners.

(c) Upon termination of the Class B membership and to the fullest extent permitted under applicable law, the Declarant may also exercise the right to appoint any Declarant-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the Members of the Board.

(d) For purposes of this section, the term "Members other than the Declarant" shall not include builders, contractors, or others who purchase a Lot for the purpose of constructing a Dwelling, or any other improvements thereon, for resale.

5.04 Appointment of Board of Directors. Unless otherwise provided in these Articles, directors elected or appointed by the Members shall be elected or appointed at the annual meeting of the Members as provided in the By-Laws. The By-Laws may provide for the method of voting for the election and for the removal from office of directors.

5.05 Duration of Office. Directors elected or appointed by the Members shall hold office until the next succeeding annual meeting of the Members and thereafter until qualified successors are duly elected or appointed and have taken office.

5.06 Vacancies. A director elected or appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be filled by the Declarant or other Members that elected or appointed the resigning or removed director.

Article VI **OFFICERS**

6.01 Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

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6.02 Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board annually for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election for the removal from office of officers, for the filling of vacancies, and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board may elect or appoint an individual to fill such vacancy.

6.03 First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of the Board of Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
President: Diego Besga	8600 Commodity Circle, Suite 117 Orlando, FL 32819
Vice President: Richard Canelon	8600 Commodity Circle, Suite 117 Orlando, FL 32819
Secretary/Treasurer: Luciano Gesuiti	8600 Commodity Circle, Suite 117 Orlando, FL 32819

Article VII **BY-LAWS**

The Board shall adopt By-Laws consistent with these Articles. Such By-Laws may be altered, amended, repealed or rescinded by the Members in the manner set forth in the By-Laws.

Article VIII **AMENDMENTS**

8.01 Approval of Amendments. Amendments to these Articles shall be proposed and approved by the Board and thereafter submitted to a meeting of the Members for adoption or rejection by affirmative vote of a majority of the total voting interests of the Members.

8.02 Declarant's Right to Amend. Notwithstanding anything to the contrary herein, during the period in which the Declarant is the Class B Member of the Association, the Declarant shall have the absolute right to amend these Articles without the consent of the Board of Directors or other Members, and to the maximum extent permitted under applicable law, no amendment to these Articles shall be made or shall be effective without the written consent and joinder of the Declarant, which consent the Declarant may withhold in its sole and exclusive discretion.

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8.03 Notice. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

8.04 Conflicting Provisions. In case of any conflict between these Articles and the By-Laws, these Articles shall control, and in case of any conflict between these Articles and the Declaration, the Declaration shall control, except to the extent inconsistent with the powers and duties of any Association under applicable law.

Article IX **INCORPORATOR**

The name and address of the Incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Leonardo J. Caraballo	c/o Aspuru Caraballo Faria P.A. 135 San Lorenzo, Suite 850 Coral Gables, FL 33146

Article X **INDEMNIFICATION**

10.01 Right to Indemnification. 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 proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer, committee member, 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 unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. 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, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.02 Attorneys' Fees. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.01 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

10.03 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or

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proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

10.04 Non-exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

10.05 Power to Purchase Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, 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, or 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.

10.06 No Amendment. The provisions of this Article 10 shall not be amended.

Article XI **OFFICE**

The principal office and mailing address of the Association shall be at 8600 Commodity Circle, Suite 117, Orlando, FL 32819, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by applicable law.

Article XII **REGISTERED AGENT**

FL Corporate & Tax Services, LLC shall be the initial registered agent of the Association and the registered office shall be c/o Aspuru Caraballo Faria P.A., 135 San Lorenzo Avenue, Suite 850, Coral Gables, Florida 33146.

Article XIII **DISSOLUTION**

Upon dissolution of the Association, all of its assets shall be conveyed to another non-profit corporation, unincorporated association or public agency. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the Agency prior to such termination, dissolution or liquidation.

Article XIV

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STATE

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SPECIAL PROVISIONS - DISTRICT

The Association shall operate, maintain and manage the Stormwater Management System in a manner consistent with the requirements of the District Permit and the applicable rules of the district, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Stormwater Management System and said assessments shall be used for the maintenance and repair of the Stormwater Management System and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

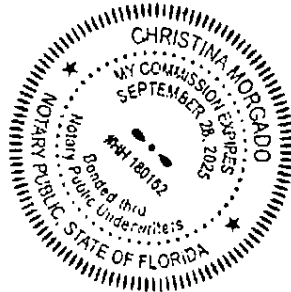
IN WITNESS WHEREOF, the Incorporator has hereunto set his hand this ___ day of January, 2025.

Leonardo J. Caraballo, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me, by means of ☐ physical presence or ☐ online notarization, this ___ day of January, 2025, by Leonardo J. Caraballo, who is personally known to me.

[Notary Seal]:



Notary Public, State of Florida at Large

Print Name: _____

My Commission Expires: _____

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

43 WESTWOOD HOMEOWNERS' ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Orlando, State of Florida, has named FL Corporate & Tax Services, LLC, c/o Aspuru Caraballo Faria P.A., located at 135 San Lorenzo Avenue, Suite 850, Coral Gables, FL 33146, as its agent to accept service of process within Florida.

Leonardo J. Caraballo, Incorporator

Dated: January __, 2025

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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.

FL Corporate & Tax Services, LLC, a
Florida limited liability company

By: _____
Viviana E. Aspuru, President

Dated: January __, 2025

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