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FLORIDA NON-PROFIT CORPORATION

villa lago homeowners' association, inc.

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ARTICLES OF INCORPORATION

OF

VILLA LAGO HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under and pursuant to the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this corporation shall be: **VILLA LAGO HOMEOWNERS' ASSOCIATION, INC.**, herein sometimes called the Association. The terms "Association", "Developer", "Owner", "Lot", and any other defined terms used in these Articles shall have the definitions given to those terms in the Declaration of Covenants, Restrictions and Conditions for VILLA LAGO or any amendments to such Declaration, to be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

516 Avenida del Maiz
South Bay, FL 33493

The mailing address of this corporation shall be:

516 Avenida del Maiz
South Bay, FL 33493

THIS INSTRUMENT PREPARED BY:

Henry M. Amber, Esq.
7731 SW 62nd Avenue, #202
South Miami FL 33143
Tel. (305) 661-5629

FLORIDA BAR# 253839

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ARTICLE III: PURPOSES

This corporation is a not for profit corporation. The general nature, objects and purposes for which this corporation is organized, are as follows:

- [A] To promote the health, safety and social welfare of the owners of property within the residential area referred to as VILLA LAGO and described in and covered by the Declaration of Covenants, Restrictions and Conditions for VILLA LAGO or any amendments to such Declaration, to be recorded in the Public Records of Palm Beach County, Florida.
- [B] To maintain and/or repair landscaping in all common areas, private drives, recreational facilities, boundaries, sidewalks and/or access paths, walls, fences, streets, structures and other Improvements as described in the Declaration of Covenants, Restrictions and Conditions for VILLA LAGO.
- [C] To control the specification, architecture, design, appearance, elevation, and location of, and landscaping around, all buildings of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems, decorative tile on the roof of any building or other structures now or hereafter constructed, placed, or permitted to remain within VILLA LAGO, as well as the alteration, improvement, additions or change thereto.
- [D] To provide, purchase, acquire, replace, improve, maintain, and/or repair such buildings, structures, street lights, 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, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.
- [E] To operate without profit for the sole and exclusive benefit of its members.
- [F] To perform all of the functions contemplated for the Association in the Declaration of Covenants, Restrictions and Conditions for VILLA LAGO to be recorded in the Public Records of Palm Beach County, Florida.

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ARTICLE IV: GENERAL POWERS

The Association shall have the following general powers:

- [A] To hold funds solely and exclusively for the benefit of its Members for purposes set forth in these Articles of Incorporation.
- [B] To promulgate and enforce rules, regulations, by-laws, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.
- [C] To delegate power or powers where such is deemed in the interest of the Association.
- [D] To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform, or carry out, contracts of every kind with a person, firm, corporation or association and to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.
- [E] To fix assessments to be levied against property in order to defray expenses and costs of effectuating the objects and purposes of the Association, to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies or other organizations for the collection of such assessments.
- [F] To charge recipients for services rendered by the Association and for use of Association property where such is deemed appropriate by the Board of Directors of the Association.
- [G] To pay taxes and other charges, if any, on or against property owned or accepted by the Association.
- [H] To enter into contracts with others for a valuable consideration, for the maintenance, management and security of the property within VILLA LAGO, including the normal maintenance and repair of all private drives, common areas and recreational facilities within VILLA LAGO and the collection of the assessments, and in connection therewith to delegate the powers and rights herein contained, including but not limited to, that of making and collecting assessments and perfecting liens for non-payment. Any such service and maintenance contracts referred to herein may delegate to the service company the duty and responsibility to maintain and preserve the landscaping, gardening, painting, repairing and replacement of the property within VILLA LAGO, but shall not relieve the Lot Owner from his personal responsibility to maintain and preserve the interior surface of his unit and to paint, clean, decorate, maintain and repair his unit. Any management agreement entered into by the

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Association shall be terminable upon ninety (90) days notice by the Association and the term of such an agreement shall not exceed one year, but may be renewable by agreement of the parties for successive one-year periods. Each Owner, his heirs, successors and assigns, shall be bound by any such management agreement or amendments or revisions thereof to the same extent and effect as if he had executed such management agreement for the Purposes herein expressed, including but not limited to adopting, ratifying, confirming and consenting to the execution of same by the Association; covenanting and promising to perform each and every of the covenants, promises and undertakings to be performed by Owners as required under said management agreement, acknowledging that all of the terms and conditions thereof, including the manager's fee, are reasonable, and agreeing that the persons acting as directors and officers of the Association entering into such an agreement have not breached any of their duties or obligations to the Association. Any such management agreement, as well as each and every provision thereof and the acts of the Board of Directors and officers of the Association entering into such agreement are hereby ratified, confirmed, approved and adopted.

- [I] To acquire, improve, operate, sell, convey, assign, mortgage, or lease any real or personal property or interest or rights therein or appurtenant thereto.
- [J] To borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith.
- [K] To engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act which is necessary and appropriate for carrying out and exercising the foregoing purposes and powers. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as specifically prohibited herein.

ARTICLE V: MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject by covenants of record to assessment by the Association, shall be a Member of the Association. The foregoing is not intended to include any 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 any Lot or Living Unit which is subject by covenants of record to assessment by the Association.

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ARTICLE VI: VOTING RIGHTS

The Association shall have two classes of voting membership:

[A] Class "A" - Class "A" Members shall be all owners with the exception of the Developer. Class "A" Members shall be entitled to one vote for each Lot or Living Unit in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot or Living Unit, all such persons shall be Members, and the vote for such Lot or Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Living Unit. The By-Laws may establish procedures for voting when the title to a Lot or Living Unit is held in the name of a partnership, a corporation, or more than one person or entity.

[B] Class "B" - Class "B" Members shall be the Developer, its designer, successor or assignee. The Class "B" members shall be entitled to three (3) votes for each Lot or Living Unit in which it holds the interest required for membership. The Class "B" Membership shall cease and become converted to Class "A" Membership on the happening of the earlier of the following events:

- [1] three months after ninety percent (90%) of the total number of Living Units within the Community have been sold and conveyed; or
- [2] fifteen (15) years from the date of the Declaration of Covenants, Restrictions and Conditions for VILLA LAGO; or
- [3] at any earlier time that the Developer, in its sole discretion, voluntarily converts its Class "B" Membership to Class "A" Membership.

From and after the happening of the earlier of these events, the Class "B" Member shall be deemed to be a Class "A" Member entitled to one vote for each Lot or living Unit in which it holds the interest required for membership.

Within one hundred twenty (120) days after the happening of the earlier of the events described above, the Members shall assume control of the Association and the Association shall conduct a Special Meeting of the membership (hereinafter called "Turnover Meeting") for the purpose of electing the board of Directors. Provided, however, that so long as the Developer is the Owner of one Lot or Living Unit governed by the Association, the Developer shall be entitled to appoint one Member of the Board of Directors.

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ARTICLE VII: DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and affairs conducted by a Board of Directors. This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by the By-laws but shall never be less than three (3) nor more than seven (7). The names and addresses of the initial Directors of this Corporation are as follows:

Name : Steven Mainster
Address: 35801 SW 186 Avenue, Florida City FL 33034

Name : Christine Talcott
Address: 35801 SW 186 Avenue, Florida City FL 33034

Name : Norberto Joglar
Address: 35801 SW 186 Avenue, Florida City FL 33034

A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. The By-laws shall provide for meetings of Directors, including an annual meeting. Except for the first Board of Directors, future Directors shall be elected, in accordance with the Association's By-laws, by the members at the annual meeting of the membership, the date of which meeting shall also be set forth in the By-laws.

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of the Board of Directors, and thereafter until qualified successors are duly elected and have taken office.

Should a vacancy occur on the Board, the remaining directors shall select a member to fill the vacancy until the next annual meeting of the membership.

As long as there is a Class "B" Member, any Directors appointed by the Class "B" member shall serve at the pleasure of the Class "B" Member, and may be removed from office, and a successor Director may be appointed, at any time by the Class "B" Member. In no event can a Director appointed by the Class "B" member be removed except by action of the Class "B" member.

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ARTICLE VIII: OFFICERS

The Corporation shall have a President, a Vice-President, a Secretary and a Treasurer, and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers, titles, and duties as may be prescribed by the By-laws. The same person may hold two or more offices.

The names of the initial Officers of this Corporation are:

President:	Steven Mainster
Vice-President:	Christine Talcott
Secretary:	Christine Talcott
Treasurer:	Norberto Joglar

ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

[A] The Association shall indemnify any Director or officer of the Association who is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or officer of the Association or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

- (1) against expenses (including all reasonable attorneys, fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the Association) if he acted in good faith, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; and
- (2) against expenses (including all reasonable attorneys, fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

[B] 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, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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[C] No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association.

[D] Any indemnification under paragraph [A] (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standards of conduct set forth in paragraph [A]. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of Members of the Association representing a majority of the total votes of the membership.

[E] Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

[F] The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's Directors, officers, employees or agents may be entitled under the Association's By-Laws, agreement, vote of members or disinterested Directors or otherwise, both as to actions in their official capacities and as to actions in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a Director, officer or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

[G] Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a Director, officer or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

[H] The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer or employee of the Association in any of his capacities as described in paragraph [A], whether or not the Association would have the power to indemnify him or her under this Article.

[I] Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including reasonable attorneys fees), judgments, fines and amounts paid in settlement (as described above). The Association shall be obligated to

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indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE X:
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

[A] No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said Director's or officer's votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that said Director or officer may be interested in such contract or transaction.

[B] Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI: DISSOLUTION OF THE ASSOCIATION
AND DISTRIBUTION OF ASSETS UPON DISSOLUTION

The Association may be dissolved with the written consent of not less than two-thirds (2/3rds) of the members of each class of members and after receipt of an appropriate decree as set forth in Florida Statutes 617.1433, or statute of similar import, if such decree is necessary at the time of dissolution. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the association 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 asset shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII: BY-LAWS

The Board of Directors shall adopt By-laws consistent with these Articles of Incorporation. Such By-laws may be altered, amended or repealed either by a resolution of the Board of Directors or by following the procedure set forth therefor in the By-laws.

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ARTICLE XIII: AMENDMENT OF ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the corporate By-laws and the Florida Statutes, and all rights of members herein are granted subject to this reservation.

ARTICLE XIV: REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this Corporation are:

Name: Henry M. Amber, Esq.
Address: 7731 SW 62nd Avenue, #202
South Miami, Florida 33143

ARTICLE XV: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Name: Henry M. Amber, Esq.
Address: 7731 SW 62nd Avenue, #202
South Miami, Florida 33143

ARTICLE XVI: DURATION

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of May, 1999.

INCORPORATOR: _____


Henry M. Amber

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CERTIFICATE OF DESIGNATION**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the Corporation is: VILLA LAGO HOMEOWNERS' ASSOCIATION, INC.,
2. The name and address of the registered agent and office is:

Name : Henry M. Amber, Esq.

Address: Suite 202, 7731 SW 62nd Avenue
South Miami, Florida 33143

DATE: May 18, 1999

SIGNATURE

Henry M. Amber
Henry M. Amber, Esq.

TITLE:

Incorporator

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TALLAHASSEE FLORIDA

ACKNOWLEDGMENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: May 18, 1999

SIGNATURE

Henry M. Amber
Henry M. Amber, Esq.

TITLE:

Registered Agent

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