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TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Villa San Remo Neighborhood "F" Homeowners Association, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David St. John, Esquire
Name (Printed or typed)

500 Australian Ave. S., Suite 600
Address

West Palm Beach, FL 33401
City, State & Zip

(561) 655-8994
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 19 AM 11:29

FILED

NOTE: Please provide the original and one copy of the articles.

S. Thompson NOV 23 1999

99 NOV 19 AM 11:29
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
VILLA SAN REMO NEIGHBORHOOD "F"
HOMEOWNERS ASSOCIATION, INC.**

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

ARTICLE I NAME

The name of the corporation shall be: Villa San Remo Neighborhood "F" Homeowners Association, Inc., hereinafter referred to as the "association."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Martin Evans
8285 Via Bella
Boca Raton, Florida 33496

ARTICLE III PURPOSES AND POWERS

The purposes of the association are those authorized for a Neighborhood association by the Declaration of Restrictions and Protective Covenants for VILLA SAN REMO dated March 23, 1989 and recorded in Official Records Book 6007, Page 1853, in the Public Records of Palm Beach County, Florida, as amended (the "Declaration"). The purposes include the promotion of health, safety, welfare and recreational interests of the residents of Villa San Remo Neighborhood identified in the Declaration as Neighborhood "D" but renamed in these Articles as Neighborhood "F." The purposes also include the protection of the property values of Neighborhood "F." All terms used herein and in the Bylaws shall have the meanings assigned to them in the Declaration, except that the references to Neighborhood "F" in these Articles refer to the Neighborhood "D" identified in the Declaration.

The association, acting through its Board of Directors, shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with these Articles and the Declaration, as well as all powers reasonably necessary to operate the association as set forth in the Declaration and Bylaws, as they may be amended from time to time.

ARTICLE IV MEMBERSHIP AND VOTING INTEREST

The qualification of Members of the association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. Membership in the association shall be established by the acquisition of ownership of fee title to a Lot in the area designated as Neighborhood "D" by the Villa San Remo Declaration and being those Lots located in Boca Azul Phases Four and Five, according to the Plat thereof, recorded in Plat Book 75, Pages 76 and 77 of the Public Records of Palm Beach County, Florida and further identified on the Site Plans for Phase Four and Phase Five attached to these Articles as Exhibits "A-1" and "A-2." Ownership of a Lot shall be evidenced by the recording of an instrument of conveyance amongst the Public Records of Palm Beach County and the delivery to the association of a copy of such instrument, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

B. No Member may assign, hypothecate or transfer in any manner his membership in the association, except as an appurtenance to his Lot.

C. Any Member who conveys or loses title to a Lot by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of a Member.

D. There shall be only one (1) vote for each Lot. If there is more than one Member with respect to a Lot as a result of the fee interest in such Lot being held by more than one person, such Members collectively shall be entitled to only one (1) vote. The vote of the Owners of a Lot owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Lot, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity, and filed with the Secretary of the association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Secretary of the association, the vote of such Lot shall not be considered for a quorum or for any other purpose.

Notwithstanding the foregoing provisions, whenever any Lot is owned by a husband and wife, either spouse may cast the Lot vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary by the other spouse. In the event of prior written notice to the contrary to the association by the other spouse, the vote of said Lot shall not be considered.

ARTICLE V DIRECTORS AND OFFICERS

A. DIRECTORS: The affairs of this association shall be managed by a Board of three (3) or five (5) Directors, who must be Members of the association. The first Board of Directors shall be comprised of three (3) persons. No person and his or her spouse may serve on the Board at the same time. Whether there are three (3) or five (5) Directors shall be determined by the Board. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Martin Evans	8285 Via Bella Boca Raton, Florida 33496
Catherine Lionetti	8189 Via DiVeneto Boca Raton, Florida 33496
Nicholas Amen	8279 Via Bella Boca Raton, Florida 33496

At the first annual meeting, the Members shall elect Directors and at each annual meeting thereafter the Members shall elect Directors to serve pursuant to the terms and procedures set out in the Bylaws.

B. The name of the Officers who are to serve in the office indicated until the first election or appointment as provided by the Bylaws are:

Martin Evans - President
Nicholas Amen - Vice President
Catherine Lionetti - Secretary and Treasurer

ARTICLE VI AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be amended in the following manner:

A. (1) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members.

(2) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each voting Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members.

(3) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of the voting Members.

B. An amendment also may be adopted by a written agreement of a majority of all of the voting Members setting forth their intention that an amendment to the Articles be adopted.

C. These Articles may not be amended without the written consent of a majority of the members of the Board.

D. Any amendment to these Articles shall take effect when recorded in the Public Records of Palm Beach County with a Certificate of Amendment referencing the Declaration and its Public Record book and page number.

ARTICLE VII BYLAWS

The Bylaws shall be adopted by the First Board and take effect when recorded in the Public Records of Palm Beach County with a Certificate of Amendment referencing the Declaration and its Public Record book and page number. Thereafter, these Bylaws may be altered, amended or rescinded in the same manner provided for amending these Articles of Incorporation. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE VIII DURATION

The association shall exist perpetually.

ARTICLE IX INDEMNIFICATION

Each and every Director and Officer of the association and members of any committee appointed by the Board or Board President shall be indemnified by the association against all costs, expenses and liabilities, including attorney and paralegal fees, at all trial and appellate levels and postjudgment proceedings, reasonably incurred by or imposed upon him in connection with any negotiations, proceeding, arbitration, litigation or settlement in which he becomes involved by reason of his being or having been a Director or Officer of the association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or Officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as in the best interest of the association, and in the event a Director or Officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provision of this Article shall not apply.

The foregoing right of indemnification provided in this Article shall be in addition to any and all right of indemnification to which a Director or Officer of the association may be entitled under statute or common law.

ARTICLE X INITIAL REGISTERED AGENT

The name and Florida street address of the initial registered agent are:

Community Association Services, Inc.
951 Broken Sound Parkway, Suite 250
Boca Raton, Florida 33487

ARTICLE XI INCORPORATOR

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

Martin Evans
8285 Via Bella
Boca Raton, Florida 33496

Martin Evans
Signature/Incorporator

10/20/99
Date

ACKNOWLEDGEMENT OF REGISTERED AGENT

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.

[Signature]
Signature/Registered Agent

10-20-99
Date