

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PALERMO AT VENETIAN GOLF & RIVER CLUB PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, filed on September 15, 2014, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H14000215079. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N14000008600.

Authentication Code: 114A00019795-091614-N14000008600-1/1

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Eighteenth day of September, 2014



*Ken Detzner*  
Ken Detzner  
Secretary of State

September 18, 2014

PALERMO AT VENETIAN GOLF & RIVER CLUB PROPERTY OWNERS A  
24301 WALDEN CENTER DRIVE  
BONITA SPRINGS, FL 34134

The Articles of Incorporation for PALERMO AT VENETIAN GOLF & RIVER CLUB PROPERTY OWNERS ASSOCIATION, INC. were filed on September 15, 2014, and assigned document number N14000008600. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H14000215079.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. It is your responsibility to remember to file your annual report in a timely manner.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at (850) 245-6052.

Thomas Chang  
Regulatory Specialist II  
New Filings Section  
Division of Corporations

Letter Number: 114A00019795

**ARTICLES OF INCORPORATION  
OF  
PALERMO AT VENETIAN GOLF & RIVER CLUB PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

**ARTICLE I: NAME AND LOCATION**

The name of this corporation shall be **PALERMO AT VENETIAN GOLF & RIVER CLUB PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Neighborhood Association"), and its initial office for the transaction of its affairs shall be 24301 Walden Center Drive, Bonita Springs, FL 34134, and the initial Registered Agent is Vivien N. Hastings.

**ARTICLE II: PURPOSES**

This Neighborhood Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Neighborhood Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Neighborhood Association in furtherance of one or more of its purposes. The general purpose of this Neighborhood Association is to promote the common interests of the property owners in Palermo at Venetian Golf & River Club (hereinafter referred to as the "Neighborhood"), and the specific purpose is to perform the functions of the Neighborhood Association contemplated in the Declaration of Covenants, Conditions and Restrictions for the Neighborhood recorded in the Public Records of Sarasota County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Neighborhood Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Neighborhood Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties; and
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

**ARTICLE III: MEMBERSHIP AND VOTING RIGHTS**

**A. Eligibility.** Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a Member

of the Neighborhood Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. A Homeowner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a Member of the Neighborhood Association, and a membership in the Neighborhood Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Neighborhood Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Neighborhood Association is notified otherwise in writing by such co-tenants by the entireties.

**B. Classes of Membership and Voting; Transfer of Control.** The Neighborhood Association shall have 2 classes of voting membership - Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Lots of the Neighborhood ("Homeowners") except Developer. All Class B memberships shall belong to Developer. Upon termination of Class B membership as provided below, Class A Members shall be all Homeowners, including Developer so long as such Developer is an Owner. Voting shall be accomplished in accordance with the schedule set forth in Exhibit E to the Declaration. There shall be no cumulative voting for Directors or any other matters.

Class B membership shall cease to exist and shall be deemed to be converted into Class A membership upon the earlier of (a) a triggering event contained in Section 720.307(1) of the Act, or (b) the date that Developer waives in writing its right to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of the County. Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

**C. Transferability.** Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

#### **ARTICLE IV: TERM OF EXISTENCE**

The Corporation shall have perpetual existence. In the event the Corporation is dissolved, the Corporation shall ensure that the maintenance of the surface water management system is delegated, transferred or assigned to a similar not-for-profit corporation.

#### **ARTICLE V: INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is the following:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Nicole Marginian Swartz	24301 Walden Center Drive Bonita Springs, Florida 34134

#### **ARTICLE VI: MANAGEMENT**

The affairs of the Corporation shall be managed by the Board, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Neighborhood Association, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Developer shall be entitled to solely appoint all Members of the Board prior to transfer of control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Neighborhood Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Neighborhood Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Neighborhood Association except with respect to those who are elected by the Class B Members. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Neighborhood Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Neighborhood Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B Members, in their sole discretion, may voluntarily consent to the election of one director by the Class A Members after fifty percent (50%) of the Lots in the Neighborhood have been conveyed to Class A Members.

#### **ARTICLE VII: INITIAL OFFICERS**

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Richard Barber, President  
Mary Jo LoCascio, Vice-President  
Roger Aman, Secretary/Treasurer

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the initial Board shall be three (3) and the names and addresses of the members of such first Board, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Richard Barber	24301 Walden Center Drive Bonita Springs, FL 34134
Mary Jo LoCascio	24301 Walden Center Drive Bonita Springs, FL 34134
Roger Aman	24301 Walden Center Drive Bonita Springs, FL 34134

#### **ARTICLE IX: BY-LAWS**

The By-Laws of the Neighborhood Association shall be adopted by the initial Board, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of 2/3 of the Board, and after notice to the Members, by the majority vote of Class A Members, and the unanimous vote of the Class B Members, present at any regular or special meeting of the membership.

However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Developer without the written consent of Developer as long as Developer shall own any Lots in the Neighborhood.

**ARTICLE X: AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of (1) a majority of the total voting interests of the Class A Members and (2) the Class B Member.

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Developer without the written consent of Developer as long as Developer shall own any Lots in the Neighborhood, and (b) no amendment which will affect any aspect of the surface water management system located on the Property shall be effective without the prior written approval of the Southwest Florida Water Management District.

**ARTICLE XI: REGISTERED OFFICE AND AGENT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Neighborhood Association is:

Vivien N. Hastings  
24301 Walden Center Drive, Suite 300  
Bonita Springs, Florida 34134

The above address is also the address of the registered office of the Neighborhood Association.

Dated this 8<sup>th</sup> day of September, 2014.

[Signature]  
Nicole Marginian Swartz, Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

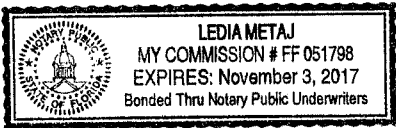
The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of September, 2014, by Nicole Marginian Swartz, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. She is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)

[Signature]  
(Signature)  
Name LEDIA METAJ  
(Legibly Printed)  
Notary Public, State of Florida

\_\_\_\_\_  
(Serial Number, if any)



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Palermo at Venetian Golf & River Club Property Owners Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

[Signature]  
Vivien N. Hastings