

N05000001304

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*Restated
Articles &
Name Change*

11/02/05--01002--019 **35.00

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05 NOV -2 PM 12:20
TALLAHASSEE, FLORIDA

FILED
05 NOV 15 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*for
11/15/05
#00789, 00524, 00672*

State Information Bureau

Requester's Name

842 E. Park Ave. Suite B

Address

Tallahassee FL 561-3990

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Paradise Villas Homeowners Association
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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Call when ready

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☐ Mail out

☐ Will wait

☐ Photocopy

561-3990

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 4, 2005

State Information Bureau
842 E. Park Avenue
Suite B
Tallahassee, FL 32301

Burt Hodge

561.3990

SUBJECT: PARADISE VILLAS HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: N05000001304

We have received your document for PARADISE VILLAS HOMEOWNER'S ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill in the date of adoption on page 6-second paragraph. It was left blank.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 305A00066260

Corrected document enclosed

RECEIVED
05 NOV 15 PM 2:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF
PARADISE VILLAS HOMEOWNER'S ASSOCIATION, INC.

FILED

05 NOV 15 PM 4:17

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Restatement of its Articles of Incorporation:

ARTICLE I

The name of the corporation is hereby changed and shall hereafter be known as PARADISE VILLAS PROPERTY OWNER'S ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The principal office of the Association shall now be located at 11901 S. Hwy 441, Belleview, FL 34420.

ARTICLE III

JOHN R. PLANT, whose address is 1412 S.E. Paradise Ave., Unit 8, Crystal River, FL 34429, is hereby appointed the initial registered agent of this Association to accept service of process within the state.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract of property described on Exhibit A attached and to promote health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Protective Covenants and Restrictions, hereinafter called the "Declaration", applicable to the Residential Property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Citrus County, Florida at Official Records Book 1815, Page 1514, and

as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;
- (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

- (h) Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time;
- (i) The Corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the Corporation or to any other private individual. The Corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office;
- (j) The Corporation shall have no capital stock.

ARTICLE V

MEMBERSHIP

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Lot Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever earlier occurs (which event shall be referred to in the Declaration as the "Turnover Date"):

When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

1. When the seventy-five (75) percent of the Lots have been conveyed to Owners, other than Declarant; or
2. Seven (7) years following conveyance of the first Lot by Declarant to an Owner; or

3. When the Declarant waives in writing his right to Class B membership.

Each Lot Owner shall automatically be a member of the Association and, upon the filing with the Association of the Voting Member Designation Certificate contemplated by the Declaration, an Owner of more than one (1) lot shall be entitled to a vote for each Lot owned. Membership shall be acquired by recording in the Public Records of the County within which the land is situate, a Deed or other instrument establishing record title to the Lot in **PARADISE VILLAS**. The Owner thus designated in the Deed or instrument becomes a member of the Association and the membership of the prior Owner is thereby terminated.

Notwithstanding anything set forth herein to the contrary until the turnover of the Association to Owners other than the Developer as provided above, the Developer shall always have control of the Board of Directors and shall be entitled to vote at least (2) or three (3) members (as the case may be) to that Board.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, to be elected at the first annual meeting, who need not be members of the Association. The number of directors may be increased to five by vote of the Board. The names and addresses of the persons who are to act in the capacity of directors until the first annual meeting are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN R. PLANT	1412 S.E. Paradise Ave., Unit 8 Crystal River, FL 34429
COLLEEN LUX	1412 S.E. Paradise Ave., Unit 8 Crystal River, FL 34429
KENNETH LUX	1412 S.E. Paradise Ave., Unit 8 Crystal River, FL 34429

At the first annual meeting the members shall reelect three directors for a term of one year. At each annual meeting after the first year the members shall elect three directors for a term of one year.

ARTICLE VII

DISSOLUTION

The Association may be dissolved with assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

Article IX

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

Provided, however, that no Amendment shall make any changes in the qualification for membership nor the voting rights of the members, nor any change in Article V, without approval in writing by all members and the joinder of all record owners of mortgages in **PARADISE VILLAS** and until turnover with the written approval of the Developer. No amendments shall be made without the written approval of the Developer if such Amendments shall cause an assessment of the Developer as a Lot Owner for capital Improvements, constitute an action that would be detrimental to the sales of lots by the Developer or any of its dwelling units, or an other such action which would inhibit, impair or otherwise preclude the rights reserved to the Developer by way of the Declaration of Protective Covenants and Restrictions.

ARTICLE X

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or the

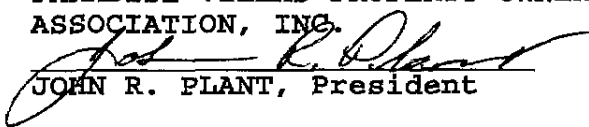
settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the malfeasance, or nonfeasance, or found to have breached his fiduciary duty, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

The amendments were adopted on the 27th day of October, 2005. The amendments were duly approved by the members or Board of Directors and by a sufficient 75% majority vote of the membership in accordance with Article IX of these Articles of Incorporation, and in accordance with Florida Statute 617.

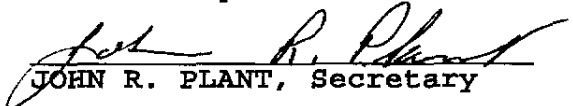
IN WITNESS WHEREOF, for the purpose of changing the name of this corporation under the laws of the State of Florida, I, the undersigned constituting the President of this Association, have executed these Restated Articles of Incorporation this 27th day of October, 2005.

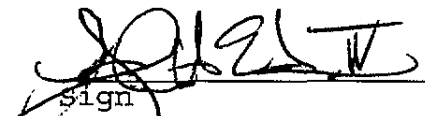
Acknowledged by:

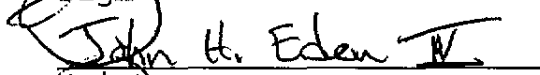
PARADISE VILLAS HOMEOWNER'S
ASSOCIATION, INC., n/k/a
PARADISE VILLAS PROPERTY OWNER'S
ASSOCIATION, INC.

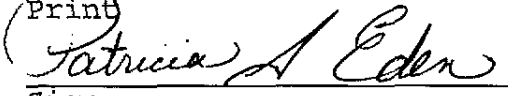

JOHN R. PLANT, President

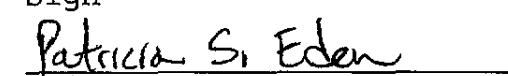
Attested by:


JOHN R. PLANT, Secretary


Sign


Print


Sign


Print

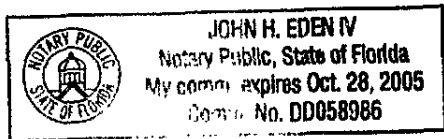
STATE OF FLORIDA)
COUNTY OF CITRUS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in County aforesaid to take acknowledgements, personally appeared JOHN R. PLANT, who has produced Personally Known as identification and who executed the foregoing instrument in his capacity as President of PARADISE VILLAS HOMEOWNER'S ASSOCIATION, INC., n/k/a PARADISE VILLAS PROPERTY OWNER'S ASSOCIATION, INC., for the purposes stated herein and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of October, 2005.

MY COMMISSION EXPIRES:

NOTARY PUBLIC:



[Signature]