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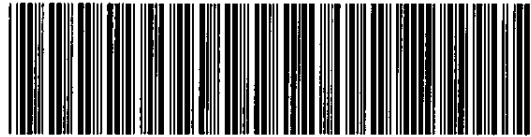
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*Amended and
Certified Act.*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 APR 25 AM 9:58

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T. Roberts MAY 07 2008

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April 23, 2008

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

Re: Amended and Restated Articles of Incorporation of Vista Del Lago Association,
Inc.

To Whom It May Concern:

Eaglewood Homeowners Association, Inc.
Document #: 730205
FEI #: 480820751

Attached is this firm's check in the amount of \$35.00. Please file and send us a copy in the provided postage paid envelope. If you should have any questions, feel free to give me a call at the number provided above.

Sincerely,



Linda G. Dueben, Real Estate Assistant to
Jane L. Cornett, Esq.

/lgd

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISTA DEL LAGO ASSOCIATION, INC.
(A Condominium Association)

FILED
08 APR 25 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation establishing Vista Del Lago Association, Inc., were filed with the Florida Secretary of State on July 16, 1974 and amended on November 16, 1989. The attached documents were duly adopted as the Amended and Restated Articles of Incorporation of Vista Del Lago Association, Inc., at the meeting held on February 20, 2008. The Amended and Restated Articles of Incorporation were adopted by a vote of the membership sufficient for approval.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit, under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

NAME

The name of the corporation will be VISTA DEL LAGO ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

ARTICLE 2

PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, for the operation of condominium apartment buildings to be established by VISTA DEL LAGO, a Kansas Limited Partnership, authorized to do business in the State of Florida, hereinafter called the Developer, or its assigns, upon parcels of land in Martin County, Florida.

The Developer, or its assigns, completed the apartments of such buildings, which are condominium units.

2.2 The Association will make no distributions of income to its members, Directors or officers.

ARTICLE 3

POWERS

The powers of the Association will include and be governed by the following provisions:

3.1 The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles.

3.2 The Association will have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declarations of Condominium for the condominiums operated by the Association; and it will have all of the powers and duties reasonably necessary to operate said condominiums pursuant to their separate Declarations of Condominium, as they may be amended from time to time, including but not limited to the following:

- A. To make and collect assessments against members to defray the costs, expenses and losses of the separate condominiums.
- B. To use the proceeds of assessments in the exercise of its powers and duties.
- C. To maintain, repair, replace and operate the condominium properties.
- D. To purchase insurance for the condominium properties; and insurance for the protection of the Association and its members as apartment owners.
- E. To reconstruct improvements after casualty and to further improve the condominium properties.
- F. To make and amend reasonable rules and regulations respecting the use of the condominium properties.
- G. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the separate Declarations of Condominium and the Bylaws of the Association.
- H. To enforce by legal means the provisions of the Condominium Act, the separate Declarations of Condominium, these Articles, the Bylaws of the Association and the Rules and Regulations for the use of the condominium properties.
- I. To contract for the management, operation and maintenance of the condominiums, including their common elements.
- J. To employ personnel to perform the services required for the proper management, operation and maintenance of the condominiums.

3.3 All funds, except such portions thereof as are expended for the common expenses of the condominiums, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the separate Declarations of Condominium and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association.

3.4 The powers of the Association will be subject to and will be exercised in accordance with the provisions of the separate Declarations of Condominium and the bylaws of the Association.

ARTICLE 4

MEMBERS

4.1 The members of the Association will consist of all of the record owners of the condominium units in the condominiums; and after termination of any condominium will consist of those who were members of the terminated condominium at the time of such termination, their successors and assigns, and of the record owners of condominium units in the remaining condominiums.

4.2 After receiving approval of the Association, change of membership will be established by recording in the public records of Martin County, Florida, of a deed or other instrument establishing a record title to an apartment and by the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

4.4 The owner of each apartment will be entitled to one (1) vote as a member of the Association. The exact number of votes to be cast by owners and the manner of exercising voting rights will be determined by the Bylaws of the Association.

ARTICLE 5

DIRECTORS

5.1 The affairs of the Association will be managed by a board consisting of the number of directors determined by the Bylaws of the Association, but by not less than three (3) directors; and in absence of such determination will consist of three (3) directors. Directors must be an owner of record or spouse of an owner.

5.2 Directors of the Association will be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws of the Association.

ARTICLE 6

INDEMNIFICATION

Every director and every officer of the Association will be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any matter or proceeding or any settlement of any matter or proceeding to which he may be a party or in which he may become involved by reason of him 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 director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement the indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 7

BYLAWS

The first Bylaws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said Bylaws.

ARTICLE 8

AMENDMENTS

Amendments to these Articles of Incorporation will be proposed and adopted the following manner:

8.1 Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

8.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided:

- A. Such approval must be by not less than a majority of the Board of Directors and by not less than sixty six percent (66%) of the voters present in person or by proxy at a duly posted meeting of the membership.

8.3 Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of members, without approval in writing of all members; and no amendment will be made that is in conflict with the Condominium Act or the Declarations of Condominium.

8.4 A copy of each amendment will be certified by the Secretary of State, State of Florida, and will be recorded in the public records of Martin County, Florida.

ARTICLE 9

TERM

The term of the Association will be perpetual.

IN WITNESS WHEREOF, Vista Del Lago Association, Inc., has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 10 day of APRIL, 2008.

Signed, sealed and delivered

Vista Del Lago Association, Inc.

Witness #1 Signature

By:

Frank Salerno, President

Witness #1 Printed Name

Witness #2 Signature

Witness #2 Printed Name

Witness #1 Signature

By:

Gerald Bunn, Secretary

Witness #1 Printed Name

Witness #2 Signature

Witness #2 Printed Name

Corporate Seal



STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on this 16 of April, 2008 by Frank Salerno, as President of Vista Del Lago Association, Inc. ☒ who is personally known to me, or ☐ who produced identification [Type of Identification: _____].

Notarial Seal



SALLY TREFZ
Commission DD 636027
Expires March 23, 2011
Bonded Thru Troy Fain Insurance 800-385-7019

Sally Trefz
Notary Public
Printed Name: SALLY TREFZ

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on this 16 of April, 2008 by Gerald Bunn, as Secretary of Vista Del Lago Association, Inc. ☒ who is personally known to me, or ☐ who produced identification [Type of Identification: _____].

Notarial Seal



SALLY TREFZ
Commission DD 636027
Expires March 23, 2011
Bonded Thru Troy Fain Insurance 800-385-7019

Sally Trefz
Notary Public
Printed Name: Sally Trefz