

755375

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May 8, 1998

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Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: Vista Gardens Association, Inc.

Gentlemen:

Enclosed herewith please find the original and one copy of Amended and Restated Articles of Incorporation of the above-captioned corporation, together with this firm's check, payable to your order, in the amount of \$87.50, representing the following costs and fees:

Filing Fee	\$35.00
Certified Copy (1)	<u>\$52.50</u>
TOTAL	\$87.50

Please certify and return the copy to my office.

Thank you for your attention and cooperation in this regard.

Sincerely yours,

Charles W. McKinnon

FILED
98 MAY 27 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

5-27-98
cc

CWM:mg
enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 18, 1998

MCKINNON & MCKINNON
CHARLES W. MCKINNON
3405 OCEAN DR.
VERO BEACH, FL 32963

SUBJECT: VISTA GARDENS ASSOCIATION, INC.
Ref. Number: 755375

We have received your document for VISTA GARDENS ASSOCIATION, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document you have entitled Articles of Incorporation should be entitled "Amended and Restated Articles of Incorporated." The subscribers/ Incorporators of a corporation cannot be changed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 798A00027662

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3405 Ocean Drive
Vero Beach, FL 32963

CHARLES R. McKINNON
CHARLES W. McKINNON

TELEPHONE (561) 234-4340
TELEFAX (561) 234-3881

May 22, 1998

Ms. Cheryl Coulliette
Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: Vista Gardens Association, Inc.
State Reference Number: 755375


Dear Ms. Coulliette:

Enclosed with this letter please find the corrected original and one copy of the Amended and Restated Articles of Incorporation of the above-captioned corporation, along with a copy of your letter dated May 20, 1998 which you asked us to return to you.

Please certify and return the copy to my office.

Thank you for your attention and cooperation in this regard.

Very truly yours,



Charles W. McKinnon

CWM:mg
enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VISTA GARDENS ASSOCIATION, INC.

FILED
98 MAY 27 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, have associated ourselves together, and do hereby associate ourselves together, for the purpose of becoming incorporated under Chapter 617 Florida Statutes as a corporation not for profit, pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation will be VISTA GARDENS ASSOCIATION, INC. Its principle office shall be at 20-A Vista Gardens Trail, Vero Beach, Florida 32962 or at such other place as may be designated, from time to time, by the Board of Directors. For convenience, the corporation will be referred to in this instrument as the Association.

ARTICLE II

Purpose

- 2.1. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, for the operation of a condominium, upon land in Indian River County, Florida. The name by which this condominium will be identified is VISTA GARDENS, A CONDOMINIUM, hereinafter called the Condominium.
- 2.2. The Association will make no distribution of income to its members, directors or officers.

ARTICLE III

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 Declaration of Condominium for the Condominium; and it will have all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration of Condominium, as it 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 condominium.
 - 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 unit 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 Units as may be provided by the Declaration of Condominium and the Bylaws of the Association.
 - h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles and the Bylaws of the Association.
 - i. To contract with any person, firm, or entity for the operation, maintenance, or repair of the condominium properties. However, any such contracts shall not be in conflict with the powers and duties of the Association or the rights of Unit owners as provided in the Condominium Act, in these Articles of Incorporation, in the Bylaws of the Association, in the Declaration of Condominium for the condominium, or in any other enabling documents.
 - j. To lease such portions of the common elements of the

Condominium as are susceptible to separate management and operation.

- k. To enter into leases, as Lessee; including but not limited to Long Term Leases, where recreational and other facilities are demised to the Association.
 - l. To contract for the management, operation and maintenance of any recreational or other facilities leased to it.
 - m. To employ personnel to perform the service required for the proper management, operation and maintenance of the Condominium and of any recreational facilities leased to it.
- 3.3. All funds, except such portions thereof as are expended for the common expenses of the condominium, 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 Declaration 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 Declaration of Condominium and the Bylaws of the Association.

ARTICLE IV

Members

- 4.1. The members of the Association will consist of all of the record owners of Units in the Condominium.
- 4.2. After receiving approval of the Association, change of membership will be established by recording in the public records of Indian River County, Florida, of a deed or other instrument establishing a record title to a Unit 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 Unit.
- 4.4. The owner of each Unit will be entitled to at least 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 V

Directors

- 5.4 The names and addresses of the members of the Board of Directors, who will hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Raymond W. Batt	36 Vista Gardens Trail #106 Vero Beach, FL 32962
John Hoban	35 Vista Gardens Trail #205 Vero Beach, FL 32962
Everard Nicholson	30 Vista Gardens Trail #206 Vero Beach, FL 32962
Giles Reynolds	23 Vista Gardens Trail #205 Vero Beach, FL 32962
Chuck Riotto	14 Vista Gardens Trail #102 Vero Beach, FL 32962
Jack Townsend	11 Vista Gardens Trail #107 Vero Beach, FL 32962
Val Valadie	22 Vista Gardens Trail #201 Vero Beach, FL 32962

ARTICLE VI

Officers

The affairs of the Association will be administered by the officers designated in the Bylaws of the Association. Such officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors. The names and addresses of the officers who will serve until their successors are designated are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Raymond W. Batt	36 Vista Gardens Trail #106 Vero Beach, FL 32962	President
Chuck Riotto	14 Vista Gardens Trail #102 Vero Beach, FL 32962	Vice President
Giles Reynolds	23 Vista Gardens Trail #205 Vero Beach, FL 32962	Secretary
Val Valadie	22 Vista Gardens Trail #201 Vero Beach, FL 32962	Treasurer

ARTICLE VII

Indemnification

Every director and every officer of the Association, and every member of the Association serving the Association at its request, 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 matters 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 his being or having been a director or officer of the Association, or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time such expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgement, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being for 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 that person may be entitled.

ARTICLE VIII

Bylaws

The Bylaws of the Association may be altered, amended or rescinded in the manner provided by said Bylaws.

ARTICLE IX

Amendments

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

- 9.1. 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.
- 9.2. 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 approvals must be by not less than two-thirds (2/3) of the entire membership of the Board or Directors and by not less than two-thirds (2/3) of the votes the entire membership of the Association, or
 - b. By not less than eighty percent (80%) of the votes of the entire membership of the Association.
- 9.2.1. A proposed Amendment that merely conforms this Declaration to new legislation or judicial decision may be adopted by the unanimous approval of the Board of Directors.
- 9.3. Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Units; and no amendment will be made that is in conflict with the Condominium Act or the Declaration of Condominium.
- 9.4. 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 Indian River County, Florida.

ARTICLE X

Term

The term of the Association will be perpetual.

ARTICLE XI

Subscriber

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald E. Ewing	22 Forest Park Drive Vero Beach, FL 32960
Robert L. Gaskill	28 Forest Park Drive Vero Beach, FL 32960
John C. Kurtz	2265 47th Terrace Vero Beach, FL 32960

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
VISTA GARDENS ASSOCIATION, INC.

Vista Gardens Association, Inc., a Florida non-profit corporation, under its corporate seal and acting by its President and Secretary, does hereby certify in accordance with the requirements of Article 9 of the Articles of Incorporation of Vista Gardens Association, Inc., which provides that Amendments to the Articles of Incorporation may be adopted by unanimous approval of the Board of Directors, at a meeting of the Board of Directors, duly called and held on the 15th day of April, 1998, the entire membership of the Board of Directors unanimously proposed and adopted a resolution amending and restating the Articles of Incorporation of this corporation as hereinafter set out.

WHEREAS, all amendments included herein have been adopted pursuant to Section 607.1007, Florida Statutes, there is no discrepancy between the Articles of Incorporation as heretofore amended and these Articles of Incorporation, other than the inclusion of amendments adopted pursuant to Section 607.1007, Florida Statutes and the omission of matters of historical interest; and

WHEREAS, all the provisions of the Articles of Incorporation have been amended.

NOW, THEREFORE, it is herewith certified that Vista Gardens Association, Inc., a Florida non-profit corporation, has and does amend and restate its Articles of Incorporation filed in the office of the Secretary of State of the State of Florida and they shall read as follows:

See Exhibit "A" attached hereto.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed in its name by its President, attested by its Secretary and its corporate seal hereto affixed, by due authority, this 4th day of MAY, 1998.

VISTA GARDENS ASSOCIATION, INC.

BY: Raymond W. Batt
Raymond W. Batt, President

ATTEST: Giles W. Reynolds
Giles Reynolds, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 4th day of May, 1998, by Raymond W. Batt, the President and Giles Reynolds, the Secretary of VISTA GARDENS ASSOCIATION, INC., a Florida non-profit corporation, on behalf of the corporation. They are personally known to me or who have produced Personally Known To me and _____ as identification.

Sarah M. Gallo
Notary Public.

