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**CERTIFICATE OF RESTATEMENT AND 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 19<sup>TH</sup> day of November, 2020, 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 617.1002, 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 617.1002, Florida Statutes and the omission of matters of obsolete historical interest; and

WHEREAS, the provisions of the Articles of Incorporation have been amended and are to be restated in the form attached hereto as approved by its Board of Directors and pursuant to 617.1007, Florida Statutes.

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 the certificate to be executed in its name by its President, attested by its Secretary and its corporate seal hereto affixed, by due authority, this 17 day of December, 2020.

VISTA GARDENS ASSOCIATION, INC.

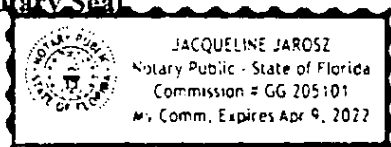
BY: Kathryn Braun  
Kathryn Braun, President

ATTEST: Donna King  
Donna King, Secretary

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 17<sup>th</sup> day of December, 2020, by Kathryn Braun as President of Vista Gardens Association, Inc. ☒ who is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

Notary Seal

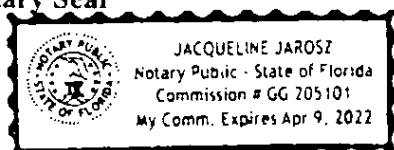


Jacqueline Jarosz  
Notary Signature

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 17<sup>th</sup> day of December, 2020, by Donna King as Secretary of Vista Gardens Association, Inc. ☒ who is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

Notary Seal



Jacqueline Jarosz  
Notary Signature

Record and Return to:  
Michael Dermody, Esq.  
Becker & Poliakoff, P.A.  
Royal Palm Financial Center  
759 SW Federal Highway, Suite 213  
Stuart, FL 34994

===== THIS SPACE FOR RECORDER'S USE =====

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

The Articles of Incorporation for Vista Gardens Association, Inc., were filed with the Secretary of State on May 27, 1998. The same Articles of Incorporation are hereby Amended and Restated as approved by a unanimous vote of the Directors sufficient for approval at a duly called meeting on November 19, 2020.

**ARTICLES OF INCORPORATION  
OF  
VISTA GARDENS ASSOCIATION, INC.**

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.

**EXHIBIT**

A

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

- 5.1. The affairs of the Association will be managed by a board consisting of seven (7) directors. Only members of the Association who are record owners of Units in the Condominium are eligible to be Directors
- 5.2 If a unit is owned by a corporation, partnership, LLC, trust or similar entity, said entity may designate one person who may be eligible as a candidate for the Board of Directors, and the person so designated must be the same person who is designated to vote on behalf of the entity as described in part 2.5(b) of the bylaws. The person designated to run for a director position on behalf of the entity shall be identified by an appropriate certificate filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in ownership of the Unit. If the certificate is not on file with the Association, the designated representative will not be eligible to be a Director.
- 5.3 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 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 each annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors.

## 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 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 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 judgment, 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 all of the directors, or
  - B. By not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than two-thirds (2/3) of the votes of the entire membership of the Association, or
  - C. By not less than eighty percent (80%) of the votes of the entire membership of the Association.
- 9.3. 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

Subscribers

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

NAME

ADDRESS

Kathryn Braun

23 Vista Gardens Trail #201  
Vero Beach, FL 32962

Donna King

10 Vista Gardens Trail #202  
Vero Beach, FL 32962

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 17 day of December, 2020.

BY:

Kathryn Braun

Kathryn Braun, President  
Vista Gardens Association, Inc.

By:

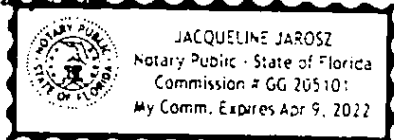
Donna King

Donna King, Secretary  
Vista Gardens Association, Inc.

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 17<sup>th</sup> day of December, 2020, by Kathryn Braun as President of Vista Gardens Association, Inc. ☒ who is personally known to me or [ ] has produced \_\_\_\_\_ as identification.

Notary Seal



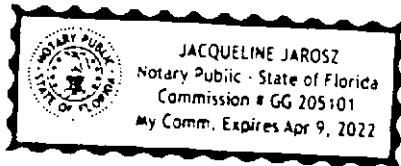
Notary Signature

Jacqueline Jarosz

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization, this 17<sup>th</sup> day of December, 2020, by Donna King as Secretary of Vista Gardens Association, Inc. ☒ who is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

Notary Seal



Notary Signature

*Jacqueline Jarosz*