

Division of Corporations

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**760797**

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HACIENDA VILLAGE HOMEOWNERS ASSOCIATION, INC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

HACIENDA VILLAGE HOMEOWNERS ASSOCIATION, INC.

The original Articles of Incorporation (the "Original Articles") of Hacienda Village Homeowners Association, Inc. (the "Association") were filed with the Office of the Secretary of State on November 23, 1981. The Original Articles were Amended and Restated ("Amended Articles") and filed with the Office of the Secretary of State on July 27, 1993, and were assigned document number 760797.

Pursuant to the provisions of Section 617.1007 of the Florida Corporation Not for Profit Act, and Article XI of the Amended Articles, the undersigned, being the President of the Association, pursuant to a resolution duly adopted by its Members, hereby adopts the following Second Amended and Restated Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the corporation is HACIENDA VILLAGE HOMEOWNERS ASSOCIATION, INC. Its principal office and mailing address is at 27820 Hacienda East Blvd., Bonita Springs, FL, 34135, or at such other places as may be designated, from time to time, by the Board of Directors.

**ARTICLE 2. NOT-FOR-PROFIT CORPORATION**

The Association is a not-for-profit corporation.

**ARTICLE 3. DURATION**

The Association was incorporated on November 23, 1981, and shall have perpetual existence thereafter.

**ARTICLE 4. PURPOSE**

The purpose of the Association is to provide an entity pursuant to the Amended and Restated Declaration of Covenants, Conditions, and Declaration for Hacienda Village, as such Amended and Restated Declaration may be further amended from time to time (the "Declaration"), and the Second Amended and Restated By-Laws of Hacienda Village Homeowners Association (the "By-Laws"), which Declaration and By-Laws are recorded in the Public Records of Lee County, Florida, to operate and maintain the Association Property and certain portions of the "Living Units", as such terms are defined in the Declaration, and to further the interests of the Members, including without limitation, the architectural control of the property subject to the Declaration, and to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the Declaration and By-Laws, including the establishment and enforcement of payment of Assessments and fines

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contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members, their Living Units and Limited Common Areas, and the Common Areas. Unless otherwise defined in these Articles, all terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

#### ARTICLE 5. POWERS

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

5.1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers granted to it as a homeowners' association and corporation not-for-profit under Florida law, as the same may be amended or supplemented, together with those powers conferred by the Declaration, these Articles and the By-Laws of the Association.

5.2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

5.2.1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and By-Laws.

5.2.2. The power to fix, levy and collect Assessments against the Lots, as provided for in the Declaration.

5.2.3. The power to expend monies collected for the purpose of paying the expenses of the Association.

5.2.4. The power to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or dedicate for public use or otherwise dispose of real or personal property, and to grant easements over, under and through any real property owned by the Association, all in connection with the affairs of the Association.

5.2.5. The power to sell Association Property, including but not limited to selling Limited Common Areas to the Member(s) having the exclusive right to use such Limited Common Areas.

5.2.6. The power to maintain, repair, replace and improve the Association Property and Living Units and related common infrastructure and to manage, control, and operate Association property, including the power to enter into contracts with any person, firm, corporation or management agent of any nature or kind necessary to accomplish the above, all in accordance with the Declaration and By-Laws.

5.2.7. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Association Property.

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5.2.8. The power to insure and keep insured the Association Property as provided in the Declaration.

5.2.9. The power to employ the personnel or hire the contractors and consultants as required for the operation and management of the Association Property.

5.2.10. The power to pay utility bills for utilities serving the Association Property.

5.2.11. The power to pay all taxes and assessments which are liens against the Association Property.

5.2.12. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

5.2.13. The power to control and regulate the use of the Association Property and the power to make reasonable guidelines, rules and regulations and to amend the same from time to time, with respect to the use of all the property subject to the Declaration.

5.2.14. The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Declaration and the rules and regulations promulgated by the Association from time to time.

5.2.15. The power to borrow money; to mortgage, pledge, encumber or hypothecate any or all of the Association Property as security for money borrowed or debts incurred; and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

5.2.16. The power to appoint committees as the Board of Directors may deem appropriate.

5.2.17. The power to collect delinquent Assessments, charges, and fines levied pursuant to the Declaration or Florida Statutes by suit or any lawful means, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the Bylaws or the rules and regulations.

5.2.18. The power to bring suit and to litigate on behalf of the Association and the Members, subject to the terms of the Declaration, and the power to be sued and to defend the Association in court.

5.2.19. The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the proper management of the Association.

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5.2.20. The power to provide any and all supplemental municipal services as may be necessary or proper.

5.2.21. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

5.3. **Funds and Title to Properties.** All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

5.4. **Limitations.** The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

#### **ARTICLE 6. QUALIFICATIONS OF MEMBERSHIP**

Every owner of a Living Unit within the Property described in the Declaration shall be a Member of the Association. The Association shall never have or issue shares of stock, nor will it ever have or provide for non voting membership.

#### **ARTICLE 7. VOTING RIGHTS**

The right to vote on Association matters shall be exercised by the Members as provided in the Declaration.

#### **ARTICLE 8. LIABILITY FOR DEBTS**

Neither the Members nor the officers or directors of the Association shall be personally liable for the debts of the Association, except where officers or directors of the Association are finally adjudged in an action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct.

#### **ARTICLE 9. BOARD OF DIRECTORS**

9.1. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the Bylaws of the Association. The Board of Directors shall consist of nine (9) persons, provided, however, the number may be changed by vote of a majority of the Board but there shall never be less than three (3) nor more than nine (9) persons on the Board.

9.2. The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Association.

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#### ARTICLE 10. BYLAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein and in conformity with the provisions and requirements of the Florida Not for Profit Corporation Act, as amended from time to time; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

#### ARTICLE 11. CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

#### ARTICLE 12. SUBSCRIBER

The name and address of the person signing these Amended and Restated Articles of Incorporation is as follows:

Jerry Carlin  
27861 Village Drive  
Bonita Springs, Florida 34135

#### ARTICLE 13. INDEMNIFICATION

Each Director, officer, and committee member of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his having been a Director, officer, or committee member of this Association, such expense to include the cost of defending against such action, suit, or proceeding and the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to curtailment of costs of litigation. The Association shall not, however, indemnify such Director, officer, or committee member with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duty as such Director, officer, or committee member, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement shall substantially exceed the expense which might reasonably be incurred by such Director, officer, or committee member in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Association to indemnify any such Director, officer, or committee member against any liability of the Association to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right to indemnification shall be in addition to any other rights to which any such Director, officer, or committee member may be entitled as a matter of law or otherwise.

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## ARTICLE 14. OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws.

## ARTICLE 15. AMENDMENT

Amendments to these Articles of Incorporation shall require the affirmative vote of at least fifty-five percent (55%) of the Voting Interests present (in person or by proxy) at an annual or special meeting called for the purpose or by at fifty-five percent (55%) of the Voting Interests entitled to vote and voting without a meeting. Any notice for a meeting to vote or a vote without a meeting, to consider an amendment to these Articles of Incorporation, shall contain a full statement of the proposed amendment.

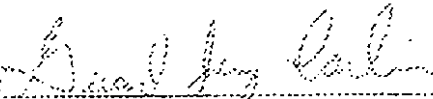
## ARTICLE 18. REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Kevin P. Gaffney, and the street address of the registered office of the Association is 3400 9<sup>th</sup> Street North, St. 302, Naples, FL 34103.

It is hereby certified by the undersigned, the duly elected and acting President of the Association, that the foregoing Second Amended and Restated Articles of Incorporation were duly approved by written consent of not less than two-thirds (2/3rds) of the Members as required for amendments as provided in the Amended and Restated Articles of Incorporation.

HACHENDA VILLAGE HOMEOWNERS  
ASSOCIATION, INC.

Dated: May 10, 2018

By:   
Jerry Carlin, President

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