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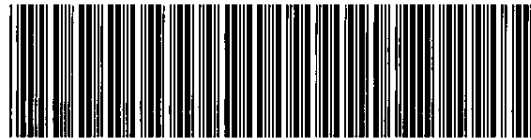
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*Amend & Restated
Articles*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

29TH AUG 29 AM 9:08

FILED

8:31/11

712 Shamrock Blvd.
Venice, FL 34293

941.492.2100 phone
941.492.3116 fax

SHARON S. VANDER WULP, P.A.

Condominium and
Homeowners' Association
Representation
Real Estate
Wills
Probate
Landlord/Tenant
Circuit Civil Mediation

August 22, 2011

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

RE: Amended and Restated Articles of Incorporation of VDL Owners Association,
Inc.
Our File No. 317.00

Dear Sir or Madame:

Enclosed please find an original and copy of the Amended and Restated Articles of Incorporation in regards to the above referenced Association. Please date stamp the copy for our records, and return it with the Certified copy in the enclosed self-addressed, stamped envelope. Also enclosed is our check in the amount of \$43.75 representing the fee for the filing and certified copy.

Please return a certified copy of the Amended and Restated Articles of Incorporation to my attention after filing.

Thank you for your assistance in this matter. If you have questions or need additional information, please do not hesitate to contact our office.

Very truly yours,



Susan Wabrek
Office Assistant to Sharon S. Vander Wulp

:slw
Enclosures

This instrument prepared by:
Attorney Sharon S. Vander Wulp
Sharon S. Vander Wulp, P.A.
712 Shamrock Blvd.
Venice, Florida 34293

FILED
2011 AUG 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VDL OWNERS ASSOCIATION, INC.

WHEREAS, the original Declaration of Covenants, Conditions and Restrictions of Vista Del Lago, was recorded at Official Records Instrument Number 2001057111, as amended, of the Public Records of Sarasota County, Florida, and

WHEREAS, these Amended and Restated Articles of Incorporation were approved by not less than two-thirds (2/3rds) of the entire membership of the Association at a membership meeting held on the 23rd day of March, 2011.

NOW, THEREFORE, the following are the Amended and Restated Articles of Incorporation of VDL OWNERS ASSOCIATION, INC.

(Substantial Rewrite of the Articles of Incorporation,
See the Original Bylaws for the Current Text.)

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1
NAME, ADDRESS AND REGISTERED AGENT

1.1. Corporate Name. The name of the Corporation is VDL OWNERS ASSOCIATION, Inc., a corporation not for profit. For convenience the Corporation shall herein be referred to as the "Association".

1.2. Address. The street address of the principal office of the Corporation is care of its managing agent.

1.3. Registered Agent. The street address for the Association's registered office and the name of the Association's registered agent shall be determined by the Board of Directors from time to time.

ARTICLE 2

PURPOSE

2.1. Purpose. The specific primary purposes for which the Corporation is organized is to provide an entity pursuant to Chapters 617 and 720, F.S., for the maintenance, preservation and architectural control of the residence lots and common areas within Vista Del Lago, a subdivision which is located in Sarasota County, Florida, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

2.2. Income. The activities of the Association shall be financed by Assessments on members as provided in the Declaration of Covenants, Conditions and Restrictions applicable to the subdivision, as is recorded in the public records of Sarasota County, Florida.

2.3. Distribution of Income. The Association shall make no distribution of income to its Members, directors or officers.

2.4. No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE 3

POWERS

3.1. Common Law and Statutory Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or Chapters 617 and 720, F.S.

3.2. Specific Powers. The Corporation shall have all of the powers and duties set forth in Chapters 617 and 720, F.S., and all of the powers and duties reasonably necessary to maintain, manage and operate the Association, the surface water management system facilities and the subdivision common property pursuant to these Articles, the Corporation's Bylaws and the Declaration of Covenants, Conditions and Restrictions (the Declaration), 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 operation.

(b) To use the proceeds of Assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the Common Area property and Dwellings as required by the Declaration.

(d) To purchase insurance upon the Common Area property and insurance for the protection of the Association and its Members.

(e) To make and amend reasonable rules and regulations respecting the use of the property in the subdivision.

(f) To approve or disapprove the transfer, mortgage and ownership of Dwellings in the subdivision.

(g) To enforce by legal means the provisions of the Homeowners Association Act of the State of Florida, the Declaration, these Articles of Incorporation, Bylaws of the Association and the regulations for use of the property in the subdivision.

(h) To contract for the management of the community and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration to have the approval of directors or the Membership of the Association.

(i) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

(j) To employ personnel to perform the services required for proper operation of the community.

(k) To purchase Dwellings in the subdivision and to acquire and hold, lease, mortgage and convey the same, subject, however, to the provisions of the Declaration and Bylaws relative thereto.

3.3. Not for Profit Corporate Powers. The Corporation shall have and exercise any and all powers, rights and privileges that a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

3.4. Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

3.5. Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE 4 MEMBERS

4.1. Members. The Members of the Association shall consist of all record title Owners of Lots in the subdivision.

4.2. Change of Membership. Change of Membership in the Association shall be established by recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing a record title to a residential Lot. The Owner designated by such instrument thus becomes a Member of the Association, and the Membership of the prior Owner is terminated.

4.3. Limitation on Transfer of Shares of Assets. 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 Lot.

4.4. Voting. Members shall be entitled to one vote for each Lot in which such Member holds the required ownership interest.

ARTICLE 5 DIRECTORS

5.1. Board of Directors. The affairs of the Association shall be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors. Directors shall be Members of the Association.

5.2. Election of Directors. Directors of the Association shall be elected at the annual Members' meeting in the manner set forth in the Bylaws of the Association.

ARTICLE 6 OFFICERS

6.1. Officers. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its organizational meeting, and shall serve at the pleasure of the Board of Directors.

ARTICLE 7 INDEMNIFICATION

7.1. Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and all liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any 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 director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that a settlement of the indemnification shall apply only when the Board of Directors approves such settlement, and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 8 BYLAWS

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

ARTICLE 9 AMENDMENTS

9.1. Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.2. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any Members' meeting at which a proposed amendment is considered.

9.3. Proposing the Amendment. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the Members of the Association.

9.4. Vote. Members not present in person at the Members' meeting considering the amendment, may express their vote by proxy, in writing, providing such ballot and proxy is delivered to the Secretary at, or prior to the meeting. An affirmative vote of not less than fifty-one percent (51%) of the Members who cast their vote in person or by proxy, is required to effect the change.

9.5. Certification. A copy of each amendment shall be filed with and certified by the Secretary of the State of Florida, and thereafter be recorded in the Public Records of Sarasota County, Florida.

ARTICLE 10
EXISTENCE OF THE CORPORATION

10.1. Term. This corporation shall have perpetual existence. If, however, the corporation ceases to exist, its assignee, purchaser, successor in interest, or any controlling governmental authority may assume the duties of the corporation to maintain the surface water management system and other subdivision common property.

ARTICLE 11
INCORPORATOR

11.1. Name and Address. The name and street address of the incorporator was Michael W. Miller, 395 Commercial Court, Suite A, Venice, Florida 34292.

ATTEST:

VDL OWNERS ASSOCIATION, INC.

By: Sharon A. Schneider

Print Name: SHARON A SCHNEIDER
as President

WITNESSES:

Warren Wood

Warren Wood

Printed Name

Mark Reese

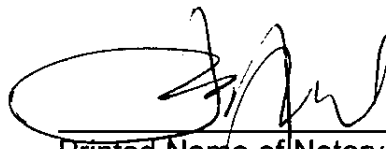
Mark Reese
Printed Name

STATE OF Florida
COUNTY OF Sarasota

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Sharon A. Schneider, as President of VDL OWNERS ASSOCIATION, INC., and he/she acknowledges before me that he/she is such officers of said corporation; and he/she executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that he/she is authorized to execute said Amended and Restated Articles of

Incorporation and that the execution thereof is the free act and deed of said corporation. He/she is personally known to me or has produced his/her driver's license as identification and did not take an oath.

WITNESS my hand and official seal at Sarasota County, Florida this 15th day of August, 2011.



Printed Name of Notary:

Jacalyn K. Wood

Notary Public

Commission #



JACALYN K. WOOD
MY COMMISSION # DD 869766
EXPIRES: April 20, 2013
Bonded thru Budget Notary Services

My Commission Expires:

ATTEST:

VDL OWNERS ASSOCIATION, INC.

By: Joyce A. Schardt

Print Name: JOYCE A. SCHAADT
as Secretary

WITNESSES:

Warren Wood

Warren Wood

Printed Name

Mark Reese

Mark Reese

Printed Name

STATE OF Florida
COUNTY OF Sarasota

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Joyce A. Schardt, as Secretary of VDL OWNERS ASSOCIATION, INC., and he/she acknowledges before me that he/she is such officers of said corporation; and he/she executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that he/she is authorized to execute said Amended and Restated Articles of

Incorporation and that the execution thereof is the free act and deed of said corporation. He/she is personally known to me or has produced his/her driver's license as identification and did not take an oath.

WITNESS my hand and official seal at Sarasota County, Florida this 15th day of August, 2011.



Printed Name of Notary:

Jacalyn K. Wood

Notary Public

Commission # _____



JACALYN K. WOOD
MY COMMISSION # DD 869786
EXPIRES: April 20, 2013
Bonded Thru Budget Notary Services

My Commission Expires: