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Page 2 of 7

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From: Jessica Douglas

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BUENA VISTA PARK PROPERTY OWNERS ASSOCIATION, INC**

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SECRETARY OF STATE
TALLAHASSEE, FL**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BUENA VISTA PARK PROPERTY OWNERS ASSOCIATION, INC.**

THIS AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BUENA VISTA PARK PROPERTY OWNERS ASSOCIATION, INC. ("Articles") is made effective by the undersigned representing the requisite voting interest of the members to approve the Articles.

WHEREAS, on May 11, 2005 James R. Boyce, individually and as Trustee, and James R. Boyce and W. Kelly Smith, as Personal Representatives of the Estate of Christine Boyce ("Incorporator") entered into that certain ARTICLES OF INCORPORATION OF BUENA VISTA PARK PROPERTY OWNERS ASSOCIATION, INC. (the "Original Articles").

WHEREAS, the Original Articles were executed in relation to the maintenance and management of certain property located in Orange County, Florida known as "Buena Vista Park" ("Buena Vista Park" or "Property") as more particularly describes the Declaration of Covenants, Conditions Restrictions and Easements for Buena Vista Park as recorded in Official Records Book 8185, Page 2062, of the Public Records of Orange County, Florida ("Original Declaration").

WHEREAS, the Incorporator has abandoned its interest in the Property and on April 8, 2022 the Members at a duly called meeting with quorum a, voted to amend and restate the Original Articles as set forth herein. Concurrently herewith the undersign have executed the Amended and Restated Declaration of Covenants, Conditions Restrictions and Easements for Buena Vista Park to be recorded in the Official Records of Orange County, Florida (the "Declaration"), which Declaration amends and restates the Original Declaration in its entirety.

NOW, THEREFORE, the Original Articles are amended and restated by these Articles as set forth herein.

ARTICLE I**Name of Corporation**

The name of the corporation is Buena Vista Park Property Owners Association, Inc. (hereinafter the "Association").

ARTICLE II**Resumption of Corporate Activity**

This Corporation shall recommence corporate activity as of the day and year that these Articles are signed and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III**Principal Office of the Association**

The principal office of the Association is 5632 Craindale Drive, Orlando FL 32819 .

ARTICLE IV**Registered Office and Registered Agent**

The street address of the initial registered office of the Association is GREENSPOON MARDER LLP and the name of the initial registered agent at that address is 201 E. Pine Street, Suite 500, Orlando FL 32801

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ARTICLE V

Purpose and Powers of the Association

The Association shall have all powers necessary and convenient to undertake the rights and obligations of the Association as set forth in the Declaration. Capitalized terms not defined herein shall have the meaning set forth in the Declaration, including without limitation:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association including establishing rules and regulations for the Association as set forth in Declaration, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association and to enter into contracts for the rendering of services for the benefit of the Common Property and the Association;
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property and specifically, the Common Property as defined in the Declaration, in connection with the affairs of the Association;
- (d) Borrow money;
- (e) To sue or be sued on behalf of the affairs of the Association;
- (f) Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;
- (g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of each class of members; and
- (h) Have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI

Membership

Each and every person, persons or legal entity who is the Owner of any Lot in the Property shall automatically be a Member of the Association, provided however that any person or entity who holds such an interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Any person or entity who takes title to a Lot or who duly takes an assignment of an Owner's interest in a Lot shall notify the Association in writing of its acquisition of such Lot (or interest therein) and shall specify in such notice the address to which notices from the

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Association are to be sent. Unless an entity that acquires a Lot notifies the Association of the identity of any particular person or group of persons entitled to cast votes on behalf of the entity, the Association may accept votes on behalf of the applicable entity by anyone representing himself to be authorized to do so (such as, for example, any general partner in a limited or general partnership or any officer of a corporation). The Association shall maintain an official membership roster as Exhibit A to the Declaration, reflecting the lot numbers, Members' names, addresses, acreage and pro-rata shares of the Property (and reflecting the name of any particular persons specifically authorized to cast the vote or votes for each Member).

ARTICLE VII

Voting Rights

There shall only be one class of voting and every Member shall be entitled to one (1) vote for each full tenth of an acre within the Property owned by such Member (other than for election of Directors, which shall be governed by Article VIII below). Voting rights shall be an appurtenance to and inseparable from ownership of a Lot and may not be assigned, in whole or in part, as such rights relate to a particular Lot, except that voting rights may be assigned: (i) to a lessee holding a lease within the improvements located upon a Lot, provided that the primary term of said lease is for a period of not less than ten (10) years, and such voting rights shall revert to the Owner of the particular Lot upon termination of said lease, and (ii) to a lender holding a bona fide mortgage on a Lot, provided that such assignment shall not become effective until an officer or other authorized representative of such lender shall notify the Association, by written affidavit, that a default has been committed by the mortgagor of the applicable Lot. The Association shall be conclusively authorized to rely upon any such affidavit received by it from a lender.

ARTICLE VIII

Board of Directors

The assets, interests, business, and affairs of the Association shall be managed by the Board of Directors of the Association (the "Board"; and each member thereof a "Director"), who shall act in accordance with the votes of a majority of the Directors unless such greater vote is required by the Act. Unless the Members otherwise agree, there shall be at least three (3) Directors but not more than five (5) Directors of the Board. Each Director shall serve for a one (1) year term. The initial Directors are set forth below. The Directors shall be appointed each year at the Member's annual meeting. At the annual meeting, each Member shall be entitled to appoint one (1) Director for each Lot owned by such Member (the "Appointed Director"); provided, however, if less than three (3) Directors are so appointed, the vacancy shall be elected by a vote of the Members. Directors shall serve without salary or compensation, however reasonable expenses associated with fulfillment of their duties shall be reimbursed by the Association. In the event the Board of Directors cannot agree upon any matter, the matter will be submitted to the Members for a Member vote. An Appointed Director may be removed and replaced without cause by the Lot Owner making such appointment. If a Lot is sold, the new Lot Owner shall be entitled to replace the Appointed Director without cause. Any Director, including appointed Directors, may be removed for cause by Member Vote.

| Name | Address |
|-----------------|--|
| Zopito Verratti | 5632 Craindale Drive Orlando FL 32819 |
| Robert Greco | 5010 Winwood Way Orlando, FL 32819 |
| Meg Reddy | 7614 Clementine Way Orlando, FL 32819 |

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ARTICLE IX
Initial Officers

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws. The officers shall serve without salary or compensation. The names and addresses of those persons who are to act as the officers of the corporation until the election of their successors are:

| Name | Office | Address |
|-----------------|--|---|
| Zopito Verratti | President | 5632 Craindale Drive, Orlando FL 32819 |
| Miguel Verratti | Vice President/Treasurer/ Assistant Secretary | 5632 Craindale Drive, Orlando FL 32819 |
| Meg Reddy | Secretary/Vice President | 7614 Clementine Way Orlando, FL 32819 |

The above-named officers shall serve until the first and organizational meeting of the Board of Directors of the corporation. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE X
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI
Amendments

These Articles amend and restate the Original Articles in their entirety. Amendment of these Articles shall require the assent of two-thirds (2/3) of the Members.

ARTICLE XII
Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of the Board of Directors.

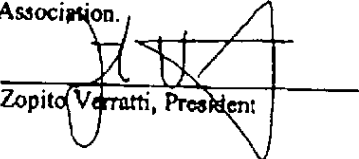
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The undersigned hereby certifies that the foregoing Amended and Restated Articles of Incorporation were adopted at a duly called meeting of the Association.

Attest:


Miguel Verratti, Assistant Secretary


Zopito Verratti, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 517.0501, Florida Statutes, the following is submitted:

Buena Vista Park Property Owners Association, Inc. (the "Corporation") has named and designated GREENSPOON MARDER LLP as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 E. Pine Street, Suite 500.

ACKNOWLEDGEMENT: The undersigned, having been named as Registered Agent for the Corporation at the place designated in this Certificate, hereby agree to act in this capacity; the undersigned is familiar with and accepts the obligations of Section 607.0521, Florida Statutes, as the same may apply to the Corporation; and further agrees to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10 day of September 2022.

REGISTERED AGENT:

GREENSPOON MARDER, LLP

By: 

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