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FLORIDA NON-PROFIT CORPORATION

BELLA VISTA HOMEOWNERS' ASSOCIATION OF SARASOTA, INC

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**ARTICLES OF INCORPORATION OF
BELLA VISTA
HOMEOWNERS' ASSOCIATION OF SARASOTA, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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The undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation shall be **BELLA VISTA HOMEOWNERS' ASSOCIATION OF SARASOTA, INC.**, hereinafter referred to as the Association.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The purpose for which the Association is organized is to provide an entity for the maintenance, management and control of certain property in Sarasota County, Florida which is the subject of the Declaration of Covenants and Restrictions for the Bella Vista Subdivision community which is to be recorded in the Public Records of Sarasota County, Florida as the same shall be amended from time to time and supplemented ("the Declaration") For the purposes of these Articles and any Bylaws adopted pursuant thereto, the capitalized terms shall have the meanings set forth in the Declaration.

**ARTICLE III
PRINCIPAL OFFICE**

The principal place of business of this Corporation shall be 2653 Stickney Point Road, Sarasota, Florida 34231 and mailing address of this Corporation shall be the same

**ARTICLE IV
POWERS**

The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Covenants and Restrictions, or Chapter 617, Florida Statutes, as it may hereafter be amended, including but not limited to:

- A. To make and collect assessments against the members of the Association to defray

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the costs, expenses and losses of the Association and to use the proceeds of assessments in the exercise of its powers and duties and to enforce Association assessments.

- B. To protect, maintain, repair, replace and operate the Association property.
- C. To purchase insurance upon the Association property for the protection of the Association and its members.
- D. To reconstruct improvements of or on the Association property after casualty and to make further improvements of or on the Association property.
- E. To make, amend and enforce reasonable rules and regulations governing the members' responsibilities, including the use and operation of Association property.
- F. To approve or disapprove the transfer of ownership, leasing, and occupancy of the Lots and any improvements constructed thereon, as provided by the Declaration of Covenants and Restrictions for **Bella Vista**.
- G. To enforce the provisions of the Declaration of Covenants and Restrictions for **Bella Vista**, these Articles, the Bylaws and any Rules and Regulations of the Association.
- H. To contract for the management and maintenance of the Association and the Association property, to delegate any powers and duties of the Association in connection therewith, except as may be specifically required by the Declaration of Covenants and Restrictions to be exercised by the Board of Directors or by the members of the Association.
- I. To employ accountants, attorneys, architects and other professional personnel to perform the services required for proper operation of the Association and its property.
- J. To own and convey property of the Association, to enter into agreements or acquire leaseholds, memberships and other possessory, ownership or use interest in lands or facilities contiguous to land owned by the Association, if they are intended to provide enjoyment, recreation or other use or benefit to members of the Association.
- K. To borrow money without limit as to amount if necessary to perform its other functions hereunder on behalf of the Association and its members.
- L. To operate and maintain property owned by the Association, including, without

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limitation, the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

M. To sue and be sued on behalf of and in defense of the Association, as required.

All funds and the title to all property, both real and personal, acquired by the Association shall be held for the members in accordance with the provisions of the Declaration of Covenants and Restrictions, these Articles of Incorporation and the Bylaws.

ARTICLE V MEMBERS

All persons owning a vested present interest in the fee title to any of the Lots within the community known as 'Bella Vista' shall be required to be members of the Association. Membership shall commence automatically upon the closing of the purchase and recordation of the deed evidencing ownership of a Lot. Membership shall terminate automatically and immediately as a member's vested interest in the fee title to any Lot within Bella Vista terminates. In the event a Lot is owned by a legal entity other than a natural person, the officer, Director or other official so designated by such legal entity shall exercise its membership rights in the Association.

After the Association approves a conveyance a Lot, as provided and as defined in the Declaration of Covenants and Restrictions, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

ARTICLE VI VOTING INTERESTS

Each Lot Owner shall be entitled to one vote at Association meetings. In event of a joint ownership of a Lot, the vote to which that Lot is entitled shall be executed in the manner provided for in the Bylaws.

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ARTICLE VII INCOME DISTRIBUTION

No part of the income of this Corporation shall be distributed to its members, except as compensation for services rendered.

ARTICLE VIII EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law. However, if the Association is dissolved or ceases to exist, the control or right of access to any property owned by the Association containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation shall be c/o Sheryl A. Edwards, P.A., 1615 Ringling Boulevard, Suite 840, Sarasota, Florida 34236 and the registered agent shall be Sheryl A. Edwards, Esquire.

ARTICLE X NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than ten (10) persons, as shall be designated by the Bylaws.

ARTICLE XI FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers all of whom shall hold office until their successors are duly elected and qualified are as follows:

NAME	OFFICE	ADDRESS
David Winterrowd	Director	2853 Stickney Point Road

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Jason Winterrowd	Director	Sarasota, Florida 34231 2653 Stickney Point Road Sarasota, Florida 34231
Robert Montgomery	Director	2653 Stickney Point Road Sarasota, Florida 34231

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his own willful misconduct or knowing violation of the provisions of the Florida Not for Profit Act, Chapter 617. The Association may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE XIII RIGHTS OF DEVELOPER

2453 Proctor, LLC, a Florida Limited Liability Company, which is the Developer of Bella Vista, shall have full right and authority to manage the affairs and exclusive right to elect the Directors of the Association until it no longer intends to offer for sale to the public any of the lots in 'Bella Vista' or until it no longer owns any of the lots in 'Bella Vista', whichever first occurs.

The rights of Developer shall extend for a period of time ending upon the earlier of: (i) when neither Developer nor any affiliate of Developer has any further interest of any kind in the Property; or (ii) the determination by Developer in a statement in writing placed of Public Record; (iii) December 31, 2015; or (iv) as provided by applicable law.

Notwithstanding any provision contained herein to the contrary, during the period Developer is in Control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the members.

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**ARTICLE XIV
BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE XV
INCORPORATOR**

The names and street addresses of the incorporator to these Articles of Incorporation are as follows:

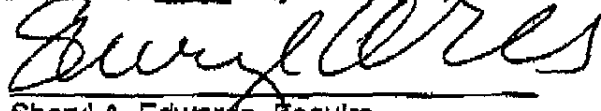
Sheryl A. Edwards, Esquire

1515 Ringling Boulevard, Suite 840
Sarasota, Florida 34236

**ARTICLE XVI
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 21 Day of October, 2005.



Sheryl A. Edwards, Esquire
Incorporator

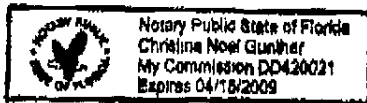
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STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 21 Day of October, 2005 by Sheryl A. Edwards, Esquire, who is personally known to me or who has produced her Florida Driver's License as identification.



Christina Noel Gunther
Notary Public **Christina N. Gunther**
My Commission Expires:

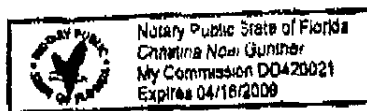
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing Corporation.

Sheryl A. Edwards
Sheryl A. Edwards, Esquire

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 21 Day of October, 2005 by Sheryl A. Edwards, Esquire, who is personally known to me or who has produced her Florida Driver's License as identification.



Christina Noel Gunther
Notary Public **Christina N. Gunther**
My Commission Expires:

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