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TALLAHASSEE, FLORIDA

Amend

TB

6/25/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Villa De La Vista North Homeowners Association, Inc.

DOCUMENT NUMBER: N09000001327

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Amy Reed

(Name of Contact Person)

Millhorn Law Firm

(Firm/ Company)

11938 County Road 101, Ste 110

(Address)

The Villages, Florida 32162

(City/ State and Zip Code)

amy@millhorn.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Amy Reed

(Name of Contact Person)

at (352) 430-2557

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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(Additional copy is
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☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
2009 JUN 22 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VILLA DE LA VISTA NORTH HOMEOWNERS ASSOCIATION, INC.

WHEREAS, pursuant to section 617.1002, Florida Statutes, this Florida Non-profit corporations submits the following Amendment to Articles of Incorporation.

WHEREAS, the date Amendment to Articles of Incorporation was authorized is the 15th day of April, 2009.

WHEREAS, the Amendment to Articles of Incorporation was adopted by the following procedure: (Check One)

1. ☒ There are Members entitled to vote. The Amendment to Articles of Incorporation was adopted by the members on the 15th day of April, 2009. The number of votes casts for the Amendment to Articles of Incorporation by the members was by majority and therefore sufficient for approval.
2. ☐ There are No Members or there are No Members entitled to vote on the Amendment to Articles of Incorporation. The Amendment to Articles of Incorporation was adopted by the board of directors on the ____ day of ____, 2009.

THEREFORE, the Articles of Incorporation are hereby Amended as follows:

ARTICLE I - NAME

1.1 The name of this corporation shall be:

VILLA DE LA VISTA NORTH HOMEOWNERS ASSOCIATION, INC. For convenience, the

Corporation shall be herein referred to as the "Association." Terms not defined herein shall be as defined in the Declaration of Covenants, Conditions and Restrictions for The Villages of Sumter Villa De La Vista North as supplemented from time to time ("Declaration").

The document number of this Corporation is: N09000001327

1.2 The principal place of business and mailing address shall be 1611 Benitez Street, The Villages, Florida 32159.

ARTICLE II - PURPOSES AND POWERS

2.1 The Corporation is a not-for-profit Corporation, pursuant to *Chapter 617, Florida Statutes*, and the specific primary purposes for which the Association is organized are to provide for maintenance, preservation and control of those items, structures, and areas assigned to the Association in the Declaration, and to promote the health, safety and welfare of the owners within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose. Further, the Corporation shall be organized to do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, and to do every other act or thing incidental to, the purposes set forth above.

2.2 In furtherance of such purposes set forth above, the Association shall have the power to:

- a. Perform all of the duties and obligations of the Association as set forth in the Declaration.
- b. Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.

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- c. Acquire (by gift, purchase or otherwise), own, hold or improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.
 - d. Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of the Members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
 - e. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property or common elements, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument of two-thirds (2/3) of the Members.
 - f. Have and exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

2.3 The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration, and no part of any net earnings of the Corporation shall be used exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) (the "Code"), in the course of which operation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members (except for a member that qualifies as an exempt

organization under Section 115 or Section 501(c)(3) of the Code), directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

- b. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf or, or in opposition to, any candidate for public office.
- c. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III - DURATION

- 3.1 The duration of the Association is to be perpetual.

ARTICLE IV - MEMBERS

- 4.1 Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is a part of the subdivision, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot within the subdivision which is subject to assessment by the Association.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

- 5.1 The registered agent of the Association shall be the Amy Reed, Attorney at Law, Millhorn Law Firm and the initial registered address of the Association shall be 11938 County Road 101, Ste 110, The Villages, Florida 32162.

ARTICLE VI - OFFICERS AND DIRECTORS

- 6.1 The affairs of the Association will be managed by a Board of Directors, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such officers shall be elected at the first annual meeting of the Board of Directors.
- 6.2 The number of persons constituting the first Board of Directors of the Association shall be three (3), and thereafter, the membership shall consist of not less than three (3) and not more than five (5), and the names and addresses of the persons who shall serve as Directors are:

DIRECTOR/PRESIDENT:	MARGARET J. PERLOWSKI 419 Cambia Court The Villages, FL 32159
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DIRECTOR/VICE PRESIDENT:	JOSEPH CATANIA 1611 Benitez Street The Villages, FL 32159
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DIRECTOR/SECRETARY/TREASURER:	EILEEN CATANIA 1611 Benitez Street The Villages, FL 32159
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- 6.3 The method by which Directors are elected shall be set forth in the Bylaws.

ARTICLE VI - BYLAWS

- 7.1 The Bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at special meeting duly called for such purposes, on the affirmative of a majority of the number of total votes of the Members entitled to vote at the time of such

meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE VIII - AMENDMENTS

- 8.1 Amendments to these Articles of Incorporation may be proposed by any Member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the number of total votes of the Members entitled to vote at the time of such meeting.

ARTICLE IX - VOTING

- 9.1 The Association shall have one class of voting Members which shall be all owners of a fee simple interest in any lot which is in the subdivision, as defined in the Bylaws of the Association. Voting shall be as set forth in the Declaration.

If there is more than one Owner of any lot within the subdivision, then the number of votes attributable to that lot shall be apportioned among the Owners according to the percentage of law ownership held within such lot

ARTICLE X - DISSOLUTION

- 10.1 Upon a two-thirds (2/3) vote of the Members, the Association may be dissolved. The procedures for dissolution will be as set forth in Chapter 617 Florida Statutes. In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any entity exempt from federal taxation under Section 501(c)(3). Any assets not so distributed shall be disposed of by the court of competent jurisdiction in the County and State in which the principal office of the Corporation is then located to such

organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - INDEMNIFICATION

11.1 Each Director and Officer of this Association shall be indemnified by the Association against all costs and expense reasonably incurred or imposed upon him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved or to which he or she may be made a party by reason of his or her having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

ARTICLE XIII - INCORPORATOR

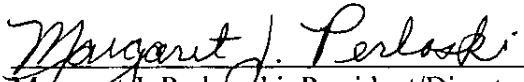
12.1 The incorporator was Pete Wahl.

ARTICLE XIV - EFFECTIVE DATE

13.1 The effective date of this Amendment of Articles of Incorporation shall be upon the filing with the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Articles of

Incorporation this 27 day of May, 2009.


Margaret J. Perlowski, President/Director


Joseph Catania, Director/Vice President


Eileen Catania, Director/Secretary/Treasurer

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.


AMY REED, ATTORNEY AT LAW,
MILLHORN LAW FIRM

DATED THIS 27 DAY OF May, 2009.

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared AMY REED, known to me and known by me to be the person who, as Incorporator, executed the foregoing Amendment of the Articles of Incorporation and they acknowledged before me that they executed the Amendment of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 27 day of May, 2009.

(SEAL)


NOTARY PUBLIC
My Commission Expires:

