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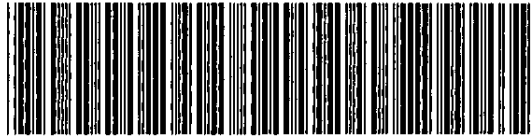
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12 MAY 23 AM 11:20

Ps 5/24/12

MICHAEL A. CROAK, P.A.

Attorney at Law  
2785 S. Bay Street, Suite G  
Eustis, Florida 32726

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Phone (352) 357-9208  
Fax (352) 357-9358  
Email croakm2@aol.com

May 22, 2012.

Corporate Records Bureau  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation for:  
Vist Villas of Tavares, Inc.

Dear Sirs/Ladies:

Please find enclosed for filing the original of the Articles of Incorporation for the above referenced corporation along with my check in the amount of \$78.75 for the filing fee.

If all is in order, I would request that the Articles of Incorporation be properly filed and that the Certificate of Incorporation and certified copy of the Articles be forwarded to our office at the above address.

Thank you in advance for your prompt attention to this matter.

Sincerely,



Vickie Baxter  
Secretary to Michael A. Croak

/vb  
Enclosure

12 MAY 23 AM 11:20

**ARTICLES OF INCORPORATION  
OF  
VISTA VILLAS OF TAVARES, INC.**

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I. NAME**

The name of the corporation shall be Vista Villas of Tavares, Inc.; its physical address is 220 Reserve Drive, Tavares, Florida 32778; and its mailing address is P.O. Box 1227, Tavares, FL 32778. For convenience, the corporation shall be referred to in this instrument as the Association.

The name of the initial registered agent of this corporation is David B. Weis whose address is 220 Reserve Drive, Tavares, FL 32778, who by execution hereof acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

**ARTICLE II. PURPOSE**

2.1 The purpose for which the Association is organized is promote the safety, welfare and health of the residents within Vista Villas, a subdivision in the City of Tavares, Florida, and preserve and maintain the properties contained within Vista Villas pursuant to the terms and conditions of the Vista Villas Declaration of Restrictions recorded in the Public Records of Lake County, Florida.

**ARTICLE III. POWERS**

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

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles or the Vista Villas Declaration of Restrictions.

3.2 The Association shall have all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration of Restrictions as presently drafted and as it 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 the Association as determined by the Board of Directors.

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

(c) To operate, maintain and manage the surface water or stormwater management systems(s) in a manner consistent with St. Johns Water Management District Permit No. 42-069-30292-3 requirements and applicable district rules and assist in the enforcement of the restrictions and covenants contained therein.

(d) To maintain, repair, replace and operate the Association's property and to specifically maintain and repair surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

(e) To purchase insurance upon the Association's property and insurance for the protection of the Association and its members.

(f) To reconstruct improvements after casualty and the further improvement of the Association's property.

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

(h) To enforce by legal means the provisions of the Declaration of Restrictions, these Articles of Incorporation, the By-Laws of the Association and the regulations for the use of the property in the subdivision.

(i) To contract for the management of the Association and to delegate to such contractor and manager all powers and duties of the Association, except such as are specifically required by the Declaration of Restrictions to have approval of the Board of Directors or the membership of the Association.

(j) To contract for the management, operation and maintenance of all or any portion of the properties of the Association susceptible to separate management or operations and to lease such portions.

(k) To employ personnel to perform the services required for the proper operation of the Association.

(l) To pay taxes and assessments which are liens against any part of the Association property other than the individual lots and the appurtenances thereto and to assess the same against the lots.

(m) To pay the cost of all power, water, sewer and other utility services rendered and not billed to owners of individual lots.

3.3 The Association shall have the power to own common areas, properties and easements and to purchase a lot (within the meaning of the Declaration of Restrictions) and to hold, lease, mortgage and convey the same.

3.4 All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Restrictions, these Articles of Incorporation, and the By-Laws.

#### ARTICLE IV. MEMBERS

4.1 The members of the Association shall consist of all lot owners of lots in the subdivision, Vista Villas (being every person or entity who is recorded owner of a fee or undivided fee interest in any lot which is subject to the Declaration of Restrictions).

Any person or entity who holds an interest merely as security for the performance of an obligation shall not be a member.

4.2 Change of membership in the Association shall be established by recording in the Public Records of Lake County, Florida, a deed or other instrument establishing a record title to a 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 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 The owner of each designated lot and parcel as a member of the Association shall be entitled to one vote for each lot or parcel in which they hold an interest. When more than one person holds such interest in any lot or parcel, all such persons shall be members, and the vote for such lots or parcels shall be exercised as they among their selves determine, but in no event shall more than one vote be cast with

respect to any such lot or parcel. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

#### ARTICLE V. DIRECTORS

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors fixed by the By-Laws but not less than three (3) directors. The Board shall be known as the Board of Directors.

5.2 The directors of the Association shall be elected at the annual meeting of the members in the manner specified by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

5.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

David B. Weis  
220 Reserve Drive  
Tavares, FL 32778

Marilynn C. Weis  
220 Reserve Drive  
Tavares, FL 32778

Michael A. Croak  
18335 Oak Drive  
Eustis, FL 32736

#### ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers are as follows:

David B. Weis - President  
220 Reserve Drive  
Tavares, FL 32778

Marilynn C. Weis – Secretary-Treasurer  
220 Reserve Drive  
Tavares, FL 32778

## ARTICLE VII. INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

## ARTICLE VIII. AMENDMENTS

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

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

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing provided such approval is delivered to the



Secretary at or prior to the meeting. Except as hereinafter provided, approval of a proposed amendment must be either by:

(a) Not less than fifty-one percent (51%) of the entire membership of the Board of Directors and not less than Fifty-one (51%) of the votes of the entire membership of the Association, or

(b) Not less than fifty-one (51%) of the votes of the entire membership of the Association.

9.3 No amendment shall make any change in the qualification for membership nor the voting rights of members without approval in writing by all members. No amendment shall be made that is in conflict with the Declaration of Restrictions.

9.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Lake County, Florida.

#### ARTICLE IX. TERM

The term of the Association shall be perpetual.

#### ARTICLE X. SUBSCRIBER

The name and address of the subscriber in these Articles of Incorporation are as follows:

David B. Weis  
220 Reserve Drive  
Tavares, FL 32778

#### ARTICLE XI. I.R.C. MATTERS AND DISSOLUTION

Anything in the Articles of Incorporation, By-Laws of the Association or Declaration of Restrictions to the contrary notwithstanding this Association shall not have the power to engage in any activity not permitted to be carried on by a homeowners

association within the meaning of the Internal Revenue Code, Section 529 (or any corresponding provisions of any further U.S. revenue law).

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of any surface water or stormwater management system must be transferred to and accepted by an entity which would comply with section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management district prior to such termination, dissolution or liquidation.

INWITNESS WHEREOF, the subscriber has hereunto affixed his signature on the 22<sup>nd</sup> day of May, 2012.

Vicki R. Galt

Witness

David B. Weis

David B. Weis, Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of May, 2012, by David B. Weis, who is personally known to me or produced NA as identification.

Michael A. Croak  
Notary Public



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