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Plaza Venezia Lot Owners' Association, Inc.

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**ARTICLES OF INCORPORATION
OF
PLAZA VENEZIA LOT OWNERS' ASSOCIATION, INC.**

Pursuant to Chapter 617, *Florida Statutes*, the undersigned, acting as Incorporator, desiring to form a corporation not-for-profit, adopts the following Articles of Incorporation for such corporation:

**ARTICLE 1
NAME**

The name of the corporation is PLAZA VENEZIA LOT OWNERS' ASSOCIATION, INC. (referred to in these Articles as the "Association").

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Association is 1131 Symonds Avenue, Winter Park, Florida 32789.

**ARTICLE 3
DEFINITIONS**

Unless defined in these Articles all terms used in the Articles shall have the same meanings as used in the Declaration of Covenants, Conditions, Restrictions and Grant of Easements for Plaza Venezia to be recorded in the Public Records of Sarasota County, Florida as amended or supplemented from time to time (the "Declaration").

**ARTICLE 4
PURPOSE**

The purposes for which the Association is organized are as follows:

- 4.1 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
- 4.2 To administer, enforce and carry out the terms and provisions of the Declaration.
- 4.3 To promote the health, safety, comfort and social and economic welfare of the Members of the Association as authorized by the Declaration and these Articles.

**ARTICLE 5
POWERS**

The Association shall have the following powers which powers shall at all times be subject and subordinate to the Declaration:

- 5.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles or the terms of the Declaration including but not limited to those powers set forth in Florida Statutes Section 617.

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5.2 To enter into, make, establish and enforce, rules, regulations, bylaws, covenants, restrictions and agreements to carry out the purposes of the Association in accordance with the Declaration.

5.3 To operate and maintain the Surface Water Management System and Facilities as permitted by the District, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands, and any associated buffer areas, and wetland mitigation areas.

5.4 To make and collect assessments for CAM Charges from Owners in accordance with the Declaration to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds of the assessments in the exercise of the Association's powers and duties.

5.5 To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property in accordance with the Declaration.

5.6 To hold funds for the exclusive benefit of the Association and the Owners as set forth in these Articles and as provided in the Declaration.

5.7 To purchase insurance for the protection of the Association, its officers, directors and the Owners, and such other parties as the Association may determine to be in the best interests of the Association in accordance with the Declaration.

5.8 To operate, maintain, repair, and improve such other portions of the Property as may be determined by the Board from time to time in accordance with the Declaration.

5.9 To honor and perform under all contracts and agreements entered between third parties and the Association in accordance with the Declaration.

5.10 To provide for private security, fire safety and protection, and similar functions and services within the Property as the Board in its discretion determines necessary or appropriate in accordance with the Declaration.

5.11 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties and to pay the cost thereof in accordance with whatever contractual arrangement the Board shall enter in accordance with the Declaration.

5.12 To sue and be sued.

ARTICLE 6 MEMBERS

The record owner of fee simple title to all Lots, and any subdivided portion thereof, shall be the Members of the Association (the "Member(s)").

ARTICLE 7

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MEMBERS OF THE BOARD

The affairs of the Association shall be managed by a Board consisting of three (3) people. The Owner of Lot 8 shall appoint two (2) of the members of the Board and the Owner of Lot 7 shall appoint the other member of the Board. If Lot 7 is subdivided, the Owner of Lot 7 may designate in writing which subdivided portion shall have the right to appoint the member of the Board, and such document shall be recorded in the public records.

7.1 All of the duties and powers of the Association existing under Chapter 617 of the Florida Statutes, the Declaration, and these Articles shall be exercised exclusively by the Board, its agents, contractors or employees.

7.2 A member of the Board may be removed and vacancies on the Board shall be appointed by the Owner of Lot 7 or 8 in accordance with this Article 7.

7.3 The names and addresses of the members of the Board who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Michael A. Collard
1131 Symonds Ave
Winter Park, FL 32789

J. Halleck Hoeland
P.O. Box 643361
Vero Beach, FL 32964-3361

David Beyer
1131 Symonds Ave
Winter Park, FL 32789

ARTICLE 8 OFFICERS

The Officers of the Association shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create. The Officers shall serve at the pleasure of the Board, and any Officer may be removed by the Board at any time. The names of the Officers who shall serve until their successors are designated by the Board are as follows:

President/Treasurer	-	Michael A. Collard
Vice President/Secretary	-	J. Halleck Hoeland

ARTICLE 9 INDEMNIFICATION OF OFFICERS, MEMBERS OF THE BOARD OR AGENTS

The Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member of the Board, employee, Officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or

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malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

9.1 To the extent that a member of the Board, Officer, employee or agent of the Association is entitled to indemnification by the Association in accordance with this Article 9, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred by him in connection therewith.

9.3 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida. The indemnification provided by this Article shall continue as to a person who has ceased to be a member of the Board, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

9.4 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a member of the Board, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 10 BYLAWS

The Bylaws may be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the Bylaws. Any provision contained in the Bylaws which conflicts with the terms of the Declaration must be approved in writing by all Owners.

ARTICLE 11 AMENDMENTS

Amendments to these Articles may be proposed and adopted by unanimous consent of the Board. Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law. Any amendment to these Articles which conflicts with the terms of the Declaration must be approved in writing by all Owners.

ARTICLE 12 TERM

The Association shall have perpetual existence; however, if the Association is dissolved, the property consisting of the Surface Water Management System and Facilities will be conveyed to an appropriate agency of local government. If the local government will not accept it, the Surface Water Management System and Facilities will be dedicated to a non-profit corporation.

ARTICLE 13 INCORPORATOR

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The name and street address of the Incorporator is:

Michael A. Collard
1131 Symonds Ave
Winter Park, FL 32789

**ARTICLE 14
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF INITIAL REGISTERED AGENT**

The name of the initial Registered Agent and the street address of the initial registered office of the Association are

Michael A. Collard
1131 Symonds Avenue
Winter Park, FL 32789

DATED the 18 day of JANUARY, 2013.

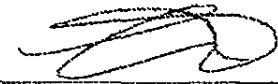
INCORPORATOR



Michael A. Collard
1131 Symonds Ave
Winter Park, FL 32789

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



MICHAEL A. COLLARD

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