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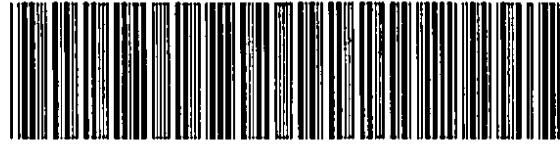
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C. GOLDEN

FEB 14 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Lake Vienna Property Owners Association, Inc

DOCUMENT NUMBER: N16000002212

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

Please return all correspondence concerning this matter to the following:

John R Sierra, Jr
(Name of Contact Person)

Lake Vienna Property Owners Association, Inc
(Firm/ Company)

509 Guisando de Avila, Suite 200
(Address)

Tampa, FL 33613
(City/ State and Zip Code)

hsierra@sierra-properties.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John R. Sierra, Jr at 813 785-5138
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 10, 2018

JOHN R. SIERRA, JR.
509 GUI SANDO DE AVILA
SUITE 200
TAMPA, FL 33613

SUBJECT: LAKE VIENNA PROPERTY OWNERS ASSOCIATION, INC
Ref. Number: N16000002212

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 418A00000659

2018 FEB 14 PM 4:53

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAKE VIENNA PROPERTY OWNERS ASSOCIATION, INC.**

LAKE VIENNA PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Florida Not For Profit Corporation Act hereby adopts the following amended and restated Articles of Incorporation for the Corporation. These Amended and Restated Articles of Incorporation for the Corporation have been effected in conformity with the provisions of the Act.

These Articles of Incorporation are stated as follows:

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not-For-Profit Corporation Act."

*ARTICLE I
CORPORATE NAME*

The name of the Corporation shall be **LAKE VIENNA PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter called the "Association."

*ARTICLE II
DURATION*

The duration of the Corporation shall be perpetual.

*ARTICLE III
DEFINITIONS*

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions, Restrictions, and Easements of Lake Vienna Estates ("Declaration") to be recorded in the Public Records of Pasco County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

*ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE*

The corporate existence of the Association commenced on March 1, 2016.

*ARTICLE V
PURPOSES AND POWERS*

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to the compensation of Directors, Officers or Members of the Association for the rendition of unusual or exceptional services to the Association.

The purposes for which the Association is formed, and the powers that may be exercised by the Board of Directors of the Association, are:

(a) To own, control, operate, govern, regulate, maintain, enhance, preserve or replace, and/or to provide architectural control over, the Lots and Access Easement located on that certain parcel of real property situate in Pasco County, Florida, known as Lake Vienna Estates and described in Exhibit "A" to the Declaration; and

(b) To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, convey, and otherwise dispose of, real property, improvements, fixtures and personal property in connection with the business and affairs of the Association; and

(c) To dedicate, sell or transfer all or any part of the Access Easement, any Association property and/or Roadway Areas to any public agency, authority, person, entity, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without the consent of 100% of the Members to such dedication, sale or transfer, in writing or by vote at a duly called meeting of the Association, or without the prior written consent of Declarant so long as Declarant owns at least one (1) Lot; and

(d) not used;

(e) To establish, levy, collect, and enforce payment of, all assessments and charges pursuant to the terms and provisions of the Declaration or Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties; and

(f) To sue and be sued; and

(g) To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association; and

(h) To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association subject to the terms and conditions of the Declaration; and

(i) To annex additional real property to the Property pursuant to the terms and provisions of the Declaration; and

(j) To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred; and

(k) not used; and

(l) To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration, as the same may be amended from time to time; and

(m) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized; and

(n) To require all the Lot Owners to be Members; and

(o) To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Owners, including, but not limited to, trash removal and other utilities or services; and

(p) To contract with CSX to provide for the operation and maintenance of the CSX railroad crossing which provides access to Lake Vienna Estates; and

(q) To perform all of the obligations and duties delegated to the Association, as applicable and more fully set forth in the Declaration; and

(r) To purchase insurance upon the Property or any part thereof, any insurance required by CSX and any insurance for the protection of the Association, its Officers, its Directors and the Owners; and

(s) not used; and

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

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law, other Association documents, or any amendments thereto.

ARTICLE VI BOARD OF DIRECTORS

A. NUMBER AND QUALIFICATIONS. The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be no less than three (3) and no more than five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than three (3) Directors. Directors and/or Officers need not be Members of the Association, nor owners within or a resident of the Subdivision.

B. DUTIES AND POWERS. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Owners only when such approval is specifically required.

C. ELECTION; REMOVAL. Each of the two Lot owners is automatically a Director of the Association on the date that either of them acquires a Lot in Lake Vienna Estates. Those two Directors shall each appoint another Director each (Directors 3 & 4). Those four Directors shall appoint a fifth Director, if they can agree on same. When either Lot is sold to a new buyer, the prior owner of that lot is no longer a Director but Directors 3, 4 (and 5 if applicable) continue to be Directors until the new lot owner has appointed his Director and the now four Directors appoint and replace the fifth Director. All Directors shall continue to serve until they either sell their lot, resign or a new Director is appointed pursuant to the above process. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided above and by the Bylaws.

D. TERM OF INITIAL DIRECTORS. The Declarant shall appoint the members of the first Board of Directors and their replacements, who shall hold office for the periods described in the Bylaws.

E. INITIAL DIRECTORS. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

John R. Sierra, Jr. 509 Guisando de Avila, Suite 200. Tampa, Florida 33613
John R. Sierra, III 509 Guisando de Avila, Suite 200. Tampa, Florida 33613
Jeremy R. Sierra 509 Guisando de Avila, Suite 200. Tampa, Florida 33613

ARTICLE VII
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or Officers or between the Association and any other corporation, partnership, association or other organization in which one or more of its Officers or Directors are officers or directors shall be invalid, void or voidable solely for this reason or solely because the Officer or Director is present at, or participates in, meetings of the board or committee thereof that authorized the contract or transaction, or solely because such Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of Officers, for the filling of vacancies and for the duties of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	John R. Sierra, Jr.
Secretary	Jeremy R. Sierra
Treasurer	John R. Sierra, III

ARTICLE IX
MEMBERSHIP

Every person or entity who is a record title owner of any Lot shall be a Member of the Association. Any person or entity who holds an interest in any Lot merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a Lot and cannot be conveyed other than by conveyance of fee simple title to the Lot.

ARTICLE X
AMENDMENT

Amendments to these Articles shall be made in the following manner:

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

B. ADOPTION. The resolution for the adoption of a proposed amendment may be proposed only by a majority of the Board of Directors. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. Approval of any amendment must be made by not less than 75% of the votes of the Members of the Association.

C. LIMITATION. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of a Member(s), nor any changes in Article V or Article XIV of the Articles, without the approval in writing of all Members and the joinder of all record owners of mortgages on Lots. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Paragraph C of Article X shall be effective.

D. DECLARANT'S AMENDMENT. The Declarant may, so long as Declarant is a Class B Member, amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected solely by the Declarant.

E. RECORDING. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Pasco County, Florida.

*ARTICLE XI
BYLAWS*

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

*ARTICLE XII
PRINCIPAL OFFICE ADDRESS*

The principal office or mailing address for the corporation is 509 Guisando de Avila Suite 200, Tampa, Florida 33613

*ARTICLE XIII
INCORPORATOR*

The name and address of the incorporator of the Association is:

John R. Sierra, Jr.
509 Guisando de Avila Suite 200
Tampa, Florida 33613

*ARTICLE XIV
INDEMNIFICATION*

A. INDEMNITY. 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 or she is or was a director, 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 or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. EXPENSES. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. ADVANCES. Expenses incurred in defending a civil or criminal action, suit or proceeding shall not be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this paragraph.

D. MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

E. INSURANCE. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, 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, or 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.

F. AMENDMENT. Notwithstanding anything herein to the contrary, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XV DISSOLUTION

The Association may be dissolved by a vote of One Hundred percent (100%) of the Members

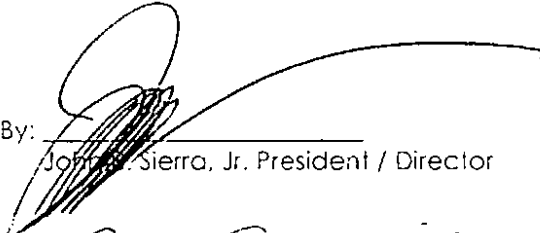
entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that, so long as Declarant owns at least one (1) Lot, Declarant's written consent to the dissolution of the Association must first be obtained.

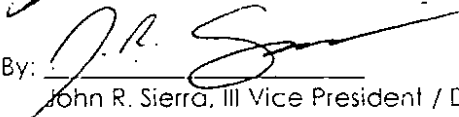
In the event of (and prior to) dissolution of the Association, the CSX Crossing Agreement and Access Easement providing access to the Property shall have been conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then shall have been conveyed to a non-profit corporation similar to the Association.

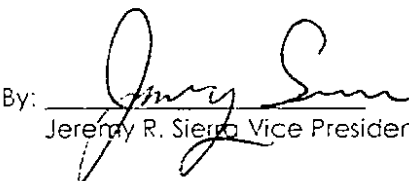
ARTICLE XVI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 509 Guisando de Avila Suite 200, Tampa, Florida 33613, and the name of the initial registered agent of the Association at said address is John R. Sierra, Jr.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation on this 8 day of JAN, 2018.

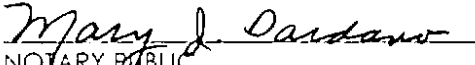
By: 
John R. Sierra, Jr. President / Director

By: 
John R. Sierra, III Vice President / Director

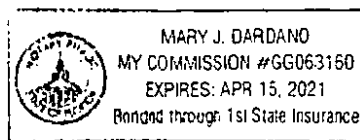
By: 
Jeremy R. Sierra Vice President / Director

STATE OF FLORIDA
COUNTY OF PASCO

Before me this 8th day of JANUARY, 2018, personally appeared John R. Sierra, Jr., John R. Sierra, III, and Jeremy R. Sierra to me well known and known to me to be the persons described in and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.


NOTARY PUBLIC
My Commission Expires: April 15, 2021

(Seal)



1/8/18

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

1/8/18

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1/8/18 _____

Signature _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John R. Sierra, Jr

(Typed or printed name of person signing)

President

(Title of person signing)