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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ANAND VIHAR CLUB VILLAS CONDOMINIUM
ASSOCIATION, INC**

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ANAND VIHAR CLUB VILLAS CONDOMINIUM ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
BY UNANIMOUS WRITTEN CONSENT**

August 29, 2018

The undersigned, being all of the members of the Board of Directors (the "Board") of ANAND VIHAR CLUB VILLAS CONDOMINIUM ASSOCIATION, INC., a Florida nonprofit corporation (the "Corporation"), waiving all requirements of notice and in lieu of holding a special meeting, do hereby consent in writing to adopting the amended and restated Article of Incorporation attached hereto as Exhibit A (the "Articles of Incorporation"), and agree as follows:

WHEREAS, Article 14(b) of the Articles of Incorporation (the "Original Articles") of the Corporation state that any amendments to the Articles must be proposed by a majority of the Board or Unit Owners holding one-third (1/3) of the voting interests; and

WHEREAS, Article 14(c)(iii) of the Original Articles states that prior to the date upon which Unit Owners other than the Developer (as defined therein) control the Board, an amendment to the Articles may be approved by one hundred percent (100%) of the entire Board;

WHEREAS, the Developer is in one hundred percent (100%) control of the entire Board, and accordingly, an amendment may be adopted by the undersigned, constituting one hundred percent (100%) of the entire Board, without any Membership vote being required; and

WHEREAS, the Directors believe it is in the best interest of the Corporation to adopt the attached Article of Incorporation.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation be and hereby are approved, ratified and adopted as of the date set forth above, to be effective upon the filing of the Articles of Incorporation with the Secretary of State of Florida;

FURTHER RESOLVED, that the President of the Corporation be and hereby is authorized, empowered and directed to execute, deliver and file, on behalf of the Corporation, the Articles of Incorporation with the Secretary of State of Florida;

FURTHER RESOLVED, that the President of the Corporation be and each hereby is authorized, empowered and directed, in the name of and on behalf of the Corporation, to execute and deliver or cause to be executed and delivered any and all amendments, certificates, applications, notices, letters or other documents and to do or cause to be done any and all such other acts and things as, in the opinion of any such officer, may be necessary, appropriate or desirable in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and any such action taken or any amendment, certificate, application, notice, letter or other document executed and delivered by them or any of them in connection with any such action shall be conclusive evidence of their or his or her authority to take, execute and deliver the same.

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General Resolutions

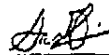
FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to take such actions, execute such documents and make such filings as shall be necessary to give effect to the foregoing resolutions and the Articles of Incorporation, as amended and restated;

FURTHER RESOLVED, that all actions heretofore taken by any of the directors, officers, representatives or agents of the Corporation in connection with the foregoing resolutions be and hereby are ratified, confirmed and approved in all respects as the act and deed of the Corporation;

FURTHER RESOLVED, that this Consent may be executed in any number of counterparts, each of which when executed and delivered shall constitute an original of this Consent, but all the counterparts shall together constitute the same Consent. No counterpart shall be effective until each party has executed at least one counterpart. A faxed or .PDF signature hereof shall be accepted and considered the same an original signature.

FURTHER RESOLVED, that any officer of the Corporation is authorized and directed to file this Consent with the minutes of proceedings of the Corporation.

IN WITNESS WHEREOF, the undersigned, constituting all of the directors of the Corporation, approves, authorizes, effectuates and implements the actions taken pursuant to this Consent and effective as of the date set forth at the beginning of this Consent.

DIRECTORS:

Santosh Govindaraju



Leelakrishna Nallamshetty



Srinivas Sunka

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Exhibit A

**ARTICLES OF INCORPORATION
OF
ANAND VIHAR CLUB VILLAS CONDOMINIUM ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED, in order to form a nonprofit corporation in accordance with the provisions of Chapters 617 and 718, Florida Statutes, hereby incorporate this corporation not-for-profit for the purposes and with the powers hereinafter set forth.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is Anand Vihar Club Villas Condominium Association, Inc. (the "Association"), and its principal and mailing address is 4923 West Cypress Street, Tampa, FL 33607.

**ARTICLE II
DEFINITIONS**

Unless context otherwise requires, all capitalized terms herein shall have the meaning set forth in the Declaration of Condominium for Anand Vihar Club Villas Condominium, which shall be recorded in the Official Public Records of Pasco County, Florida (the "Declaration").

**ARTICLE III
PURPOSE AND POWERS**

The purpose for which the Association is organized is to operate the condominium located in Pasco County, Florida, known as the Anand Vihar Club Villas Condominium (the "Condominium"). All of the powers and duties of the Association shall be exercised by the Board, including those powers and duties existing under the laws of Florida and the Condominium Documents. Such powers and duties shall be exercised in accordance with the Condominium Documents and the Act, and shall include, without limitation, the right, power and authority to:

- a. Operate and maintain all portions of the Condominium Property other than the Units.
- b. Convey a portion of the Common Elements to a condemning authority, governmental entity, or a public utility for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.
- c. Employ and dismiss the personnel necessary for the maintenance and operation of the Common Elements.
- d. Adopt and amend Rules concerning the details of the operation and use of the Condominium Property.
- e. Maintain bank accounts on behalf of the Association and designate the signatories required therefor. The duty to maintain accounting records shall be according to good accounting practices, which shall be open to inspection by Unit Owners or their authorized representatives at reasonable times.
- f. Purchase (at a foreclosure sale or otherwise), lease, hold, mortgage, or otherwise acquire Units or other real and personal property in the name of the Association or its designee for the use and benefit of the Unit Owners, or for use by a resident manager or

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concierge. Without limiting the foregoing, the Association, when authorized by a majority of the Voting Interests of the Units represented at a meeting at which a quorum has been attained, shall have the power to acquire and enter into agreements for the acquisition of fee interests, leaseholds, memberships and other possessory or use interests in lands or facilities, including, but not limited to, clubs and other recreational facilities, whether or not contiguous to the lands of the Condominium intended to provide for the use or benefit of the Unit Owners (whether or not on an exclusive basis). The expenses of ownership (including the expense of making and carrying any mortgage related to such ownership), rental, membership fees, operation, replacements and other expenses and undertakings in connection therewith shall be Common Expenses.

- g. Obtain and maintain adequate insurance to protect the Association and the Condominium Property.
- h. Make repairs, additions and improvements to, or alterations of, the Condominium Property, and repairs to and restoration of the Condominium Property in accordance with the provisions of the Declaration after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings or otherwise.
- i. Enforce obligations of Unit Owners.
- j. Levy fines where appropriate against Units for the failure of the Unit Owner, or its occupant, licensee or invitee, to comply with any provision of the Declaration, these By-Laws or the reasonable rules of the Association.
- k. Borrow money on behalf of the Condominium when required in connection with the operation, care, upkeep, and/or maintenance of the Condominium Property, and to execute promissory notes and other evidences of indebtedness and to give as security therefor mortgages and security interests in property owned by the Association, provided that such actions are approved by a majority of the entire membership of the Board and a majority of the Voting Interests of the Unit Owners represented at a meeting at which a quorum has been attained, or by such greater percentage of the Board or Voting Interests of the Unit Owners as may be specified in these By-Laws with respect to certain borrowing.
- l. Contract for the management and maintenance of the Condominium Property and authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments and Special Assessments, preparation of records, enforcement of Rules and maintenance, repairs and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association shall, however, retain at all times the powers and duties granted by the Condominium Documents and the Act, including but not limited to the making of Assessments, Special Assessments, promulgation of Rules and execution of contracts on behalf of the Association.
- m. At its discretion, authorize Unit Owners or other persons to use portions of the Common Elements for private parties, gatherings, and other purposes and impose reasonable charges for such private use.
- n. Grant, modify or move any easement, subject to the provisions of the easement, without the joinder of any Unit Owners, if the easement constitutes part of or crosses the Common Elements.
- o. Levy Assessments and Special Assessments against Unit Owners and perform all other fiscal obligations of the Association.

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- p. Access each Unit during reasonable hours, when necessary for the maintenance, repair or replacement of any Common Elements or for making emergency repairs therein necessary to prevent damage to the Common Elements or to any other Unit or Units.
- q. Charge a Use Fee against a Unit Owner for the exclusive or non-exclusive use of all or a portion of the Common Elements or Condominium Property or as otherwise provided by the Declaration.

ARTICLE IV MEMBERS

The members of the Association shall consist of all of the Unit Owners, and in the event of termination of the Condominium as provided in the Declaration, all of the Unit Owners at the time of the termination, and their successors and assigns. On matters upon which the members shall be entitled to vote, there shall be only one (1) vote for each Unit, which shall be exercised as set forth more fully in the Declaration and By-Laws.

ARTICLE V ELECTION OF DIRECTORS

The Association shall be governed by a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors, as set forth more specifically in the By-Laws. The members of the Board of Directors shall be elected in the manner set forth in the By-Laws. The initial Board of Directors shall consist of the following three (3) persons:

Santosh Govindaraju
4923 West Cypress Street,
Tampa, FL 33607

Leelakrishna Nallamshetty
4923 West Cypress Street,
Tampa, FL 33607

Srinivas Sanka
4923 West Cypress Street,
Tampa, FL 33607

ARTICLE VI OFFICERS

The affairs of the Association shall be managed by the officers set forth in the By-Laws. Prior to the Turnover Date, the officers shall be appointed by the Developer and shall serve at the pleasure of the Developer. Following the Turnover Date, the officers shall be elected and serve as provided in the By-Laws. The initial officers, who shall serve in such capacity until the appointment or election of their successors, are as follows:

President:	Santosh Govindaraju
Secretary:	Srinivas Sanka
Treasurer:	Leelakrishna Nallamshetty

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ARTICLE VI INDEMNIFICATION

To the extent as permitted by applicable law, the Association shall indemnify every officer, director, employee, or agent against any and all expenses, including counsel fees, reasonably incurred by or imposed upon such officer, director, employee, or agent in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the Association) to which he or she may be a party by reason of being or having been an officer, director, employee, or agent of the Association, unless a court of competent jurisdiction determines that such expenses were incurred as a result of their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The Association's officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director harmless against any and all liability on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, employee, agent, or former officer, director, employee, or agent may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE VII INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The initial registered office and name of its initial registered agent at that address are as follows:

W. Kent Ihrig, Esq.
101 E. Kennedy Blvd.,
Suite 2800
Tampa, Florida 33602

ARTICLE VIII INCORPORATOR

The name and address of the incorporator of the corporation are as follows:

Santosh Govindaraju
4923 West Cypress Street,
Tampa, FL 33607

ARTICLE IX AMENDMENTS

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

- a. Notice of the subject matter of a proposed amendment shall be included in the notice of a meeting at which a proposed amendment is to be considered.
- b. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by Unit Owners holding not less than one-third (1/3) of the Voting Interests of the Association.
- c. An amendment shall be approved as follows:

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- i. By Unit Owners holding a majority of the Voting Interests present in person or by proxy at a Members Meeting at which a quorum has been attained, and by not less than sixty-six and two-thirds percent (66-2/3%) of the entire Board; or
 - ii. By Unit Owners holding eighty percent (80%) of the Voting Interests of the Association in person or by proxy at a Members Meeting at which a quorum has been attained; or
 - iii. Prior to the date that Unit Owners other than the Developer control the Board, by not less than one hundred percent (100%) of the entire Board.
- d. Notwithstanding anything contrary in this Article IX, so long as the Developer is offering Units in the Condominium for sale in the ordinary course of business, an amendment of these Articles shall not be effective without the written consent of the Developer. The Developer shall have an absolute right to consent or withhold consent for any reason or no reason whatsoever.
- e. Directors not present in person at the meeting considering the amendment may express their agreement or disagreement in writing, provided that the same is delivered to the Secretary at or prior to the meeting. Such agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purpose of creating a quorum.
- f. No amendment may be adopted which would eliminate, modify, prejudice, abridge or otherwise adversely affect any rights, benefits, privileges or priorities granted or reserved to the Developer without the consent of the Developer. No Amendment shall be made that is in conflict with the By-Laws or Declaration.
- g. A copy of each amendment shall be filed with the Secretary of State, and a copy shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of these Articles, which certificate shall be executed by the President or Secretary with the formalities of a deed, or by the Developer alone if the amendment has been adopted consistent with the provisions of the Declaration allowing such action by the Developer, and shall be recorded in the Official Public Records of Pasco County, Florida, with identification on the first page thereof of the book and page where the Declaration is recorded.
- h. The Act contains certain procedural requirements for amendments to Articles of Incorporation, all of which are incorporated herein by reference.

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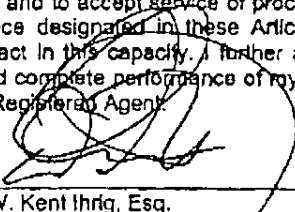
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on this
29th day of August, 2018.



Santosh Govindaraju

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for Anand Vihar Club Villas Condominium Association, Inc. at the place designated in these Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



W. Kent Ihrig, Esq.

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