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Victoria by the Lakes Home Owners Association, Inc.

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ARTICLES OF INCORPORATION
OF
VICTORIA BY THE LAKES HOME OWNERS ASSOCIATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

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**ARTICLES OF INCORPORATION
OF
VICTORIA BY THE LAKES HOME OWNERS ASSOCIATION, INC.
(A NOT-FOR-PROFIT CORPORATION)**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, *Florida Statutes*, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be Victoria by the Lakes Home Owners' Association, Inc. The principal address of the corporation is 905 South Drive, Polk City, Florida 33868. For convenience, the corporation shall be referred to in this instrument as the "Company", these Articles of Incorporation as the "Articles", and the Bylaws of the Home Owners' Association as the "Bylaws".

**ARTICLE II
PURPOSE AND POWERS**

2.1 Objects and Purposes. The objects and purposes of the Company are those objects and purposes as are authorized by the Declaration of Covenants, Restrictions, Conditions and Easements for Victoria by the Lakes, recorded (or to be recorded) in the Public Records of Polk County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Company are to preserve the values and amenities of the Properties, as the same are defined in the Declaration, and to maintain the Areas of Common Responsibility thereof for the benefit of the Members of the Company. The definitions contained in the Declaration shall apply to these Articles.

2.2 Not for Profit. The Company is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation. Upon dissolution, all assets of the Company shall be transferred only to another not-for-profit corporation or as otherwise authorized by the Florida not-for-profit corporation statute.

2.3 Powers. The powers of the Company shall include and be governed by the following:

2.3.1 General. The Company shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, or the Bylaws.

2.3.2 Enumeration. The Company shall have the powers and duties set forth in subsection 2.3.1 above, except as limited by these Articles, the Bylaws, and the Declaration, and all of the powers and duties reasonably necessary to operate the Company pursuant to the Declaration, and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

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- (a) To make and collect assessments and other charges against Members, Owners and any Homeowner Association and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Areas of Common Responsibility, and other property acquired or leased by the Company.
- (d) To purchase insurance upon the Areas of Common Responsibility and insurance for the protection of the Company, its officers, directors, and Members.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Areas of Common Responsibility and for the health, comfort, safety and welfare of the Members.
- (f) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Areas of Common Responsibility, subject, however, to the limitation regarding assessing Lots, Property, or Common Property owned by the Declarant for fees and expenses relating in any way to claims or potential claims against the Declarant as set forth in the Declaration and/or Bylaws.
- (g) To contract for the management and maintenance of the Areas of Common Responsibility and to authorize a management agent (which may be an affiliate of the Declarant) to assist the Company in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Areas of Common Responsibility with such funds as shall be made available by the Company for such purposes. The Company and its officers, shall, however, retain at all times the powers and duties granted by the Declaration, Bylaws, and these Articles, including but not limited to, the levy and collection of assessments, promulgation of rules and execution of contracts on behalf of the Company.
- (h) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Areas of Common responsibility.

ARTICLE III MEMBERS

The Members of the Company shall be as set for the in the Declaration and the Bylaws of the Company.

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ARTICLE IV CORPORATE EXISTENCE

The Company shall have perpetual existence.

ARTICLE V BOARD OF DIRECTORS

Section 5.1. Management by Directors. The property, business and affairs of the Company shall be managed by a Board of Directors, consisting of the number of directors (the "Directors") determined in the manner provided in the By-Laws, but which shall consist of not less than three (3) directors and which shall always be an odd number. During Declarant control, Directors, other than Declarant appointees, shall be Members. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 5.2. Original Board of Directors. The names and addresses of the first Board of Directors of the Company, who shall hold office until their qualified successors are duly elected and have taken office as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Eric Greenhow	905 South Drive, Polk City, Florida 33868
Jason Bryant	905 South Drive, Polk City, Florida 33868
Charles Stuhlman	905 South Drive, Polk City, Florida 33868

Section 5.3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Members of the Company at the annual meeting of the membership as provided by in the Bylaws of the Company, and the Bylaws may provide for the method of voting in the election and for removal from office of directors.

Section 5.4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5.5. Vacancies. If a director so elected shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

Section 5.6. Term of Declarant's Directors. The Declarant shall appoint the members of the first Board of Directors and their replacements who shall hold office for periods described in the Bylaws.

ARTICLE VI OFFICERS

Section 6.1. Officers Provided For. The Company shall have a President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 6.2. Management. The affairs of the Company 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 Company at its first meeting following the annual meeting of the Members of the

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Company and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of the officers, for filling vacancies and for the duties and qualifications 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:

<u>Name and Office</u>	<u>Addresses:</u>
Eric Greenhow – President	905 South Drive, Polk City, Florida 33868
Jason Bryant – Vice President	905 South Drive, Polk City, Florida 33868
Julie Lafay – Secretary	905 South Drive, Polk City, Florida 33868
Charles Stohlman – Treasurer	905 South Drive, Polk City, Florida 33868

ARTICLE VII BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

ARTICLE VIII AMENDMENTS AND PRIORITIES

Section 8.1. Amendments. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Company for adoption (by affirmative vote of two-thirds of the Members), all in the manner provided in, and in accordance with the notice provisions of, Chapter 617, Florida Statutes.

Section 8.2. Limitation. No amendment shall be made which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or any affiliate, successor or assign of the Declarant, unless the Declarant shall concur in the execution of the amendment.

Section 8.3. Declarant Amendments. The Declarant may amend these Articles consistent with the provisions of the Declaration, including such provisions of the Declaration allowing certain amendment to be affected by the Declarant alone.

Section 8.4. Conflicts. In case of any conflict between these Articles and the Bylaws, these Articles shall control; and in case of any conflict between these Articles and the Declaration, the Declaration shall control.

ARTICLE IX INCORPORATOR

The name and address of the incorporator of this Company is:

<u>Name</u>	<u>Address</u>
Eric Greenhow	905 South Drive, Polk City, Florida 33868

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ARTICLE X INDEMNIFICATION

Section 10.1. Indemnification. The Company 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 director, employee, officer or agent of the Company, 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, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Company, 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 determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Company, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 10.2. Expenses. To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 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 incurred by him in connection therewith.

Section 10.3. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Company in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Company as authorized in this Article.

Section 10.4. 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 by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.5. Insurance. The Company 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 Company, or is or was serving at the request of the Company 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 Company would have the power to indemnify him against such liability under the provisions of this Article.

Section 10.6. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

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ARTICLE XI
REGISTERED AGENT

The initial registered office of this Company shall be at Tucker Thoni, Esq. c/o GrayRobinson, P.A. 301 E. Pine Street, Suite.1400, Orlando, Florida 32801, with the privilege of having its office and branch offices at other places within or without the State of Florida.

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set its hand this 9th day of March, 2023.

DocuSigned by:



Eric Greenhow, Incorporator

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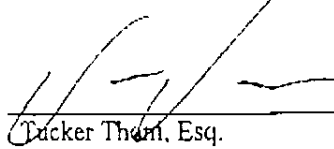
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Polk, State of Florida, the corporation named in said articles has named Tucker Thoni, Esq., located at GrayRobinson, P.A., 301 E. Pine Street, Suite 1400, Orlando, Florida 32801 as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Tucker Thoni, Esq.
Registered Agent
Dated this 9th of March, 2023.

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This instrument was prepared by:

Tucker Thoni, Esq.
GrayRobinson, P.A.
301 E. Pine Street, Suite 1400
Orlando, FL 32801