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FLORIDA PROFIT/NON PROFIT CORPORATION
Vivir Homeowners' Association, Inc.

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| Certificate of Status | 0 |
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| Page Count | 04 |
| Estimated Charge | \$70.00 |

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF VIVIR HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, being desirous of forming a corporation not for profit under the provisions of the statutes of the State of Florida, Chapter 617, states as follows.

ARTICLE I. NAME OF CORPORATION

1.1 The name of this corporation shall be the VIVIR Homeowners' Association, Inc., hereinafter referred to as the "Association". The mailing address and principal place of business of the corporation is 2002 E. 4th Avenue, Tampa, FL 33605.

ARTICLE II. PURPOSE

2.1 This not for profit corporation is organized under the terms and provisions of Chapter 617 and Chapter 720, *Florida Statutes* (the "Homeowners' Association Act"), and is organized to provide the entity responsible for the administration of the Vivir Subdivision (the "Subdivision"), located in the City of Valrico, Florida.

ARTICLE III. POWERS AND DUTIES

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Homeowners' Association Act, Chapter 617, Florida Statutes, and the governing documents for the Subdivision, as amended from time to time.

3.2 The powers and/or obligations include, but shall not be limited to:

- a. To make and collect Assessments and other charges against members
- b. To buy, own, operate, lease, sell, and otherwise convey real and personal property as deemed necessary by the Board.
- c. To maintain portions of the community as required by the documents.
- d. To make and amend reasonable rules and regulations regarding use of the lots and common property owned by the Association.
- e. To enforce the provisions of the Association's governing documents and take any action necessary for the purposes of which the Association is organized.
- f. To sue and/or be sued.
- g. To contract for services to provide for operation and maintenance services, and as otherwise deemed necessary by the Board, including but not limited to operation and maintenance of the surface water management system facilities if the Association employs a maintenance company.
- h. To own, operate and perform routine custodial maintenance of the stormwater management system as exempted or permitted by all applicable governmental bodies or agencies, including but not limited to all inlets, ditches, swales, water control structures, ponds, lakes, retention and detention areas, floodplain compensation areas, wetlands, culverts, buffer areas, and wetland mitigation areas, in a manner consistent with the Southwest Florida Water Management District requirements and applicable District rules. The land upon which the stormwater management system is located is owned and/or controlled by the Association, to the extent necessary to operate and maintain the system or convey operation and

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- maintenance to another approved entity.
- i. To purchase and maintain insurance on Association-owned property and as may otherwise be permitted by the governing documents and Florida law.
- j. To contract for bulk cable, data or communication services for the benefit of members if deemed appropriate by the Board.
- k. To borrow money and assign lien rights as security for money borrowed or debts incurred, to the fullest extent permitted by law and approved by the Board.

ARTICLE IV. MEMBERS

4.1 All persons owning a vested present interest in the fee title to any of the Lots in the Subdivision, as evidenced by a duly recorded proper instrument in the public records of the county within which the Subdivision is located, shall be Members. Membership shall terminate automatically and immediately as a Member's vested interest in the fee title terminates.

ARTICLE V. VOTING RIGHTS

5.1 Except as otherwise set forth in the Declaration, each Lot shall be entitled to cast one (1) vote at any meeting of the Association, to be cast in the manner set forth in the Association's Bylaws. The classes of membership are described in the Declaration for the Subdivision.

ARTICLE VI. INCOME DISTRIBUTION

6.1 No part of the income of this corporation shall be distributable to its Members.

ARTICLE VII. TERM OF EXISTENCE

7.1 This corporation shall exist perpetually, commencing on the date these Articles are filed with the Florida Department of State, unless dissolved according to law. If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

8.1 The initial registered office of the corporation shall be at 109 N. Brush Street, Suite 150, Tampa FL, 33602, and the registered agent at such address shall be Najmy Thompson, P.L.

ARTICLE IX. NUMBER OF DIRECTORS

9.1 The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons as set forth in the Bylaws. The Initial Directors shall be appointed by the Declarant as set forth in the Declaration of Covenants for the Subdivision, and once the non-Declarant members have the authority to elect board members, such election shall take place at the annual meeting or as otherwise permitted by law, in the manner set forth by the Bylaws and the Homeowners' Association Act.

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ARTICLE X. FIRST BOARD OF DIRECTORS AND OFFICERS

10.1 Directors shall serve until the next annual meeting or until their successors are chosen and qualified.

10.2 The officers of the Association shall be a President, a Vice President (only if determined necessary by the Board), a Secretary, and a Treasurer, or as otherwise provided in the Bylaws. Officers shall be elected annually by the Directors and shall serve until his or her successor is chosen and qualified. The Officers shall have the authority and obligations as provided in the Bylaws and Florida Statutes.

10.3 Directors and Officers appointed by the Declarant need not be members of the Association. After turnover, Directors shall be members of the Association unless otherwise set forth in the Bylaws.

10.4 The first Board of Directors shall be as follows:

President – Jacob Egan 2002 E. 4th Avenue, Tampa, FL 33605

Vice President – Rachel Markowitz 2002 E. 4th Avenue, Tampa, FL 33605

Secretary – Will Freeman 2002 E. 4th Avenue, Tampa, FL 33605

ARTICLE XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

11.1 All officers and directors shall be indemnified by the Association against all expenses and liabilities, including legal counsel fees (including but not limited to appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office, except when the director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board approves the settlement as being in the best interest of the Association.

ARTICLE XII. BYLAWS

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

ARTICLE XIII. INCORPORATOR

13.1 The name and street address of the incorporator to these Articles of Incorporation is as follows:

Name
Rainier Alliere, Esquire

Address
109 N. Brush Street, Suite 150
Tampa, FL 33602

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ARTICLE XIV. AMENDMENTS

14.1 The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a majority vote of all voting rights of all Members of the Association. While Declarant has the authority to appoint the majority of the Board of Directors, these Articles of Incorporation may be amended by the Board of Directors without membership approval.

IN WITNESS WHEREOF, I, the undersigned incorporator of these Articles of Incorporation, have hereunto set my hand this 9th day of February, 2024.

By: Rainer Cutti
Print Name: Rainer Cutti Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, hereby accepts designation as Registered Agent, and Registered Agent of the foregoing corporation and acknowledges that he is familiar with the duties and responsibilities of a Registered Agent in Florida.

Dated this 9 day of February, 2024

NAJMY THOMPSON, P.L.

By: Rainer Cutti
Print Name and Title: Rainer Cutti
Associate Attorney