

N93000000520

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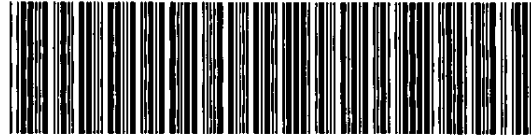
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FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

Re-stated Art  
Name chg  
@ 9.11.14

LAW OFFICES  
**WILLIAMS, SMITH & SUMMERS, P.A.**

380 WEST ALFRED STREET  
TAVARES, FLORIDA 32778

CHRISTOPHER J. SMITH  
GARY L. SUMMERS  
ROBERT Q. WILLIAMS  
KAELY SMITH FRYE

TELEPHONE:  
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August 29, 2014

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: **Articles of Restatement of Articles of Incorporation of Sarabande  
Homeowners' Association, Inc.**

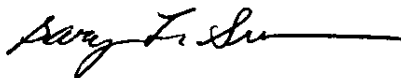
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Restatement of the Articles of Incorporation of Sarabande Homeowners' Association, Inc. (f/k/a Bella Vista Homeowners' Association of Lake County, Inc.). As stated in the articles of Restatement, the name of the corporation is being changed to "Bishops Gate Homeowners' Association, Inc."

If the articles of restatement meet with your approval, please file them and return the copy to our office with a stamp showing that it has been filed. I have also enclosed this law firm's check in the amount of \$35.00 to cover your fee for filing the articles.

Thank you for your cooperation in this matter.

Sincerely,



Gary L. Summers

GLS/ds

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE  
14 SEP -4 12:10:13

ARTICLES OF RESTATEMENT OF

ARTICLES OF INCORPORATION

OF

SARABANDE HOMEOWNERS' ASSOCIATION, INC.

(Formerly known as Bella Vista Homeowners' Association of Lake County, Inc.)

The Articles of Incorporation for Bella Vista Homeowners' Association of Lake County, Inc. were filed with the Florida Secretary of State on February 5, 1993 under Document Number N93000000520. Through Articles of Amendment filed with the Florida Secretary of State on March 10, 2006, the name of the corporation was changed to Sarabande Homeowners' Association, Inc. Pursuant to Section 617.1007, Florida Statutes, the corporation hereby files these Restated Articles of Incorporation.

1. The following provisions shall constitute the Restated Articles of Incorporation for the corporation:

ARTICLE I. NAME; REGISTERED AGENT

The name of the corporation shall be Bishops Gate Homeowners' Association, Inc. and its registered office, principal office and mailing address shall be 26945 Bella Vista Boulevard, Howey-in-the-Hills, Florida 34737. For convenience, the corporation shall be referred to in this instrument as the "Association". The name of the current registered agent of this corporation at such address is Ben Pauluhn.

ARTICLE II. PURPOSE

2.1 The primary purpose for which the Association is organized is to promote the safety, welfare and health of the residents within BELLA VISTA, according to the Plat thereof recorded in Plat Book 30, Pages 56-60, Public Records of Lake County, Florida, a subdivision in Lake County, Florida, and to preserve and maintain the properties contained within said subdivision pursuant to the terms and conditions of the Declaration of Covenants, Conditions and Restrictions for Bella Vista Golf & Yacht Club, Inc. recorded in O.R. Book 1082, Page 1623, Public Records of Lake County, Florida (the "Declaration") as said Declaration has been amended through several subsequent amendments and as said Declaration may be amended and restated subsequent to the date hereof.

2.2 The Association shall make no distributions on income to its members, directors or officers.

### ARTICLE III. POWERS

In furtherance of the above-described Purpose, the powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles or the Declaration of Covenants, Conditions and Restrictions.

3.2 The Association shall have all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration of Covenants, Conditions and Restrictions as presently drafted and as it may be amended from time to time, including but not limited to the following:

(a) To affix, levy and collect all charges and assessments against members, and enforce payment thereof by any lawful means, to defray the costs, expenses and losses of the Association, including all licenses, taxes or governmental charges levied or imposed on the property of the Association

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the Association's property and any property of Homeowners that the Association decides to take responsibility for.

(d) To purchase insurance upon the Association's property and insurance for the protection of the Association and its members.

(e) To reconstruct improvements after casualty and the further improvement of the property.

(f) To make and amend reasonable regulations respecting the use of the property in the subdivision.

(g) To enforce by legal means the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles of Incorporation, the By-Laws of the Association and the regulations for the use of the property in the subdivision.

(h) To contract for the management of the Association and to delegate to such contractor and manager all powers and duties of the Association, except such as are specifically required by the Declaration of Covenants, Conditions and Restrictions to have approval of the Board of Directors or the membership of the Association.

(i) To contract for the management, operation and maintenance of all or any portion of the properties of the Association susceptible to separate management or operations and to lease such portions.

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

(k) To pay taxes and assessments which are liens against any part of the Association property other than the individual lots and the appurtenances thereto and to assess the same against the lots.

(l) To pay the cost of all power, water, sewer and other utility services rendered and not billed to owners of individual lots.

3.3 The Association shall have the power to acquire (by gift, purchase or otherwise) real and personal property, including without limitation to Lots (within the meaning of the Declaration of Covenants, Conditions and Restrictions) and to own, hold, improve, build on, operate, maintain, sell, transfer, lease, mortgage, convey, dedicate to public use, or otherwise dispose of the same, in connection with the affairs of the Association

3.4 The Association shall have the power to participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation is consented to as provided by law or governing documents.

3.5 The Association shall have an exercise all powers, rights and privileges that a corporation organized under Chapter 617, Florida Statutes, may now or hereafter provide.

3.6 All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles of Incorporation, and the By-Laws.

#### ARTICLE IV. MEMBERS

4.1 The members of the Association shall consist of all lot owners (being every person or entity who is record owner of a fee or undivided fee interest in any lot which is subject to the Declaration of Covenants, Conditions and Restrictions). Any person or entity who holds an interest merely as security for the performance of an obligation shall not be a member.

4.2 Change of membership in the Association shall be established by recording in the Public Records of Lake County, Florida, a deed or other instrument establishing a record title to a lot. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot.

4.4 The owner of each designated lot and parcel as a member of the Association shall be entitled to one vote for each lot or parcel in which they hold an interest. When more than one person holds such interest in any lot or parcel, all such persons shall be members, and the vote for such lots or parcels shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot or parcel. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

#### ARTICLE V. DIRECTORS

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors fixed by the By-Laws but not less than five (5) directors. The Board shall be known as the Board of Directors.

5.2 The directors of the Association shall be elected at the annual meeting of the members in the manner specified by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

5.3 The names and addresses of the members of the current Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

Ann Nickens  
10015 Bridgeview Dr.  
Howey-in-the-Hills, FL 34737

Will Walker  
26832 Bella Vista Blvd.  
Howey-in-the-Hills, FL 34737

Shari Silas  
26709 Bella Vista Blvd.  
Howey-in-the Hills, FL 34737

Andrew Summers  
26600 Bella Vista Blvd.  
Howey-in-the-Hills, FL 34737

Ben Pauluhn  
26609 Bella Vista Blvd.  
Howey in the Hills, FL 34737

Tia Kilduff  
4945 Waters Gate Drive  
Tavares, FL 32778

Daniel Nash  
26901 Bella Vista Drive  
Howey-in-the-Hills, FL 34737

#### ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the current officers are as follows:

Will Walker, President  
26832 Bella Vista Blvd.  
Howey-in-the-Hills, FL 34737

Ben Pauluhn, Treasurer  
26609 Bella Vista Dr.  
Howey-in-the-Hills, FL 34737

Ben Pauluhn, Vice President  
26609 Bella Vista Blvd  
Howey-in-the-Hills, FL 34737

Shari Silas, Secretary  
26709 Bella Vista Blvd.  
Howey in the Hills, FL 34737

#### ARTICLE VII. INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

## ARTICLE VIII. AMENDMENTS

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

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

8.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as hereinafter provided, approval of a proposed amendment must be either by:

(a) Not less than fifty-one percent (51%) of the entire membership of the Board of Directors and not less than fifty-one (51%) of the votes of the entire membership of the Association, or

(b) Not less than fifty-one percent (51%) of the votes of the entire membership of the Association.

8.3 No amendment shall make any change in the qualification for membership nor the voting rights of members without approval in writing by all members. No amendment shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions.

8.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Lake County, Florida.

## ARTICLE IX. TERM

The term of the Association shall be perpetual.

## ARTICLE X. EARNINGS AND ACTIVITIES

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for



services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE XI. I.R.C. MATTERS

Anything in the Articles of Incorporation, By-Laws of the Association or Declaration of Covenants, Conditions and Restrictions to the contrary notwithstanding this Association shall not have the power to engage in any activity not permitted to be carried on by a homeowners association within the meaning of the Internal Revenue Code, Section 529 (or any corresponding provisions of any further U.S. revenue law).

2. The foregoing Restated Articles of Incorporation contain amendments that require approval of the members of the Association. The amendments contained in these Restated Articles of Incorporation were adopted by the members of the Association on July 13, 2014 and by the directors of the Association on August 11, 2014.


3. The number of votes cast by the members for the amendments contained in the foregoing Restated Articles of Incorporation was sufficient for approval, and the number of votes cast by the directors for the amendments contained in the foregoing Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned president/director and secretary/director of the Association have executed these Restated Articles of Incorporation this 11 day of August, 2014.

BISHOPS GATE HOMEOWNERS'  
ASSOCIATION, INC. (f/k/a Sarabande  
Homeowners' Association, Inc.)

By: 

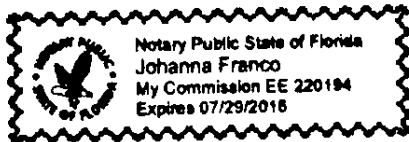
Will Walker, President

By: 

Shari Silas, Secretary

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before this 11 day of AUGUST, 2014 by Will Walker as President of Bishops Gate Homeowners' Association, Inc. on behalf of said corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.



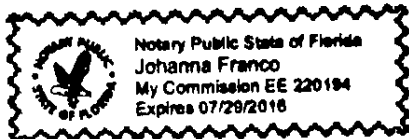
  
\_\_\_\_\_  
NOTARY PUBLIC  
JOHANNA FRANCO


Printed Name

My Commission Expires: 07/29/2016

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before this 11 day of AUGUST, 2014 by Shari Silas as Secretary of Bishops Gate Homeowners' Association, Inc. on behalf of said corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
NOTARY PUBLIC  
JOHANNA FRANCO

Printed Name

My Commission Expires: 07/29/2016