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R. WHITE

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**Telese Brown McKay**  
Community Association Law  
Circuit Certified Mediator

March 8, 2018

Via: U.S. Mail

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Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
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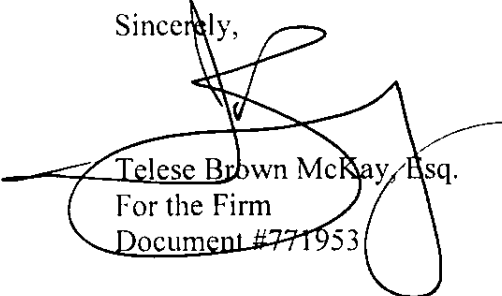
**Re: Monte Verde at Villa Mirada Association, Inc. (#N95000002698) /  
Amended & Restated Articles of Incorporation**

Dear Sir/Madam:

Enclosed please find our firm check in the amount of \$52.50 for filing the enclosed Amended and Restated Articles of Incorporation for Monte Verde at Villa Mirada Association, Inc., which was incorporated on June 9, 1995. Also enclosed is page four from the Articles of Amendment form, and a copy of the Amended and Restated Articles of Incorporation to be certified and returned to our office. Additionally, we request a Certificate of Status be mailed to our office when completed.

If you have any questions regarding this matter, please do not hesitate to contact us at the number listed above.

Sincerely,



Telese Brown McKay, Esq.  
For the Firm  
Document #771953

Enclosures: 4

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**MONTE VERDE AT VILLA MIRADA ASSOCIATION, INC.**

(A Corporation Not-for-Profit)

*[Substantial Rewording of the Articles of Incorporation.  
See original Articles of Incorporation and prior amendments for present text.]*

**ARTICLE 1**  
**NAME AND IDENTITY**

**Section 1.1 Applicable Statutes.** These Articles of Incorporation are for Monte Verde at Villa Mirada Association, Inc., a corporation not-for-profit organized and existing under Chapters 617 and 720 of the Florida Statutes, hereinafter called the (the "Association").

**ARTICLE 2**  
**PURPOSES**

**Section 2.1 Authority and Purposes of the Association.** The Association has the following rights and obligations:

- (a) To promote the health, safety, and social welfare of the Owners of all Lots located within Monte Verde at Villa Mirada, a subdivision in Sarasota County, Florida.
- (b) To maintain all portions of Monte Verde at Villa Mirada and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Amended and Restated Declaration of Restrictions for Monte Verde at Villa Mirada (the "Declaration"), which is recorded in the Public Records of Sarasota County, Florida.
- (c) To operate without profit and for the sole and exclusive benefit of its Members.

**ARTICLE 3**  
**GENERAL POWERS**

**Section 3.1 General Powers.** The general powers that the Association shall have are as follows:

- (a) To purchase, own, hold, improve, build upon, operate, maintain, convey, transfer, dedicate, grant easements, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association.
- (b) To make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts

necessary or expedient for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

- (c) To establish a budget and to fix regular and special assessments to be levied against all Lots which are subject to assessments pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements. To use proceeds of assessments in the exercise of its powers and duties.
- (d) To place liens against any Lot for delinquent assessments and unpaid charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.
- (e) To represent all of the Members of the Association at meetings of the Community Association and Master Association.
- (f) To adopt, promulgate, and enforce rules, regulations, Bylaws, Declaration, and agreements in order to effectuate the purposes for which the Association is organized. Enforcement is not limited to only imposing fines, but to any other means that the Board of Directors deems necessary to rectify a problem.
- (g) To delegate the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.
- (h) To charge recipients for services rendered by the Association and to charge use fees for exclusive use of the Association Property, where such is deemed appropriate by the Board of Directors.
- (i) To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.
- (j) To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association, which may be hereafter adopted, and the terms and provisions of the Declaration.
- (k) To purchase insurance for the Association Property for the protection of the Association and its Members.
- (l) To reconstruct the Association Property and improvements after casualty and to further improve the Property, if required.

- (m) To enter into contracts and agreements for services and/or the benefit to the Association.
- (n) To purchase Lots in the Association subdivision, to foreclose on Association liens against Lots of Owners, to convey, lease, mortgage, and improve Lots owned by the Association.
- (o) In general, to have all powers reasonably inferred in Chapters 617 and 720 of the Florida Statutes, as amended, except as prohibited herein.
- (p) Contract for services to provide for the operation and maintenance if the Association contemplates employing a maintenance company.
- (q) To dedicate and grant easements for ingress and egress and the installation, maintenance, construction and repair of utilities and facilities, including but not limited to, electric power, telephone, cable television and services, governmental purposes, sewer, water, gas, drainage, irrigation, lighting, television transmission, security, garbage and waste removal, emergency services, and the like as it deems to be in the best interest of, and necessary and proper for the Owners of the Association.
- (r) To borrow monies and execute evidences of indebtedness, securing such loans with the assessments of the Association.

#### **ARTICLE 4** **MEMBERS**

**Section 4.1 Definition of a Member.** The Members of this Association shall consist of all record Owners of Lots in Monte Verde at Villa Mirada. Owners of such Lots shall automatically become Members upon acquisition of the fee simple title to their respective Lots. The membership of any Member in the Association shall automatically terminate upon conveyance or other divestment of title to such Member's Lot, except that nothing herein contained shall be construed as terminating the membership of any Member who may own two (2) or more Lots so long as such Member owns at least one (1) Lot.

**Section 4.2 Transfer of Membership.** The interest of a Member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Lot, which is the basis of membership in the Association.

**Section 4.3 Roster of Members.** The Secretary of the Association shall maintain a list of the Members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his/her/its name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior Owner of such Lot before receipt of written notification

of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of Members of the Association and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

## **ARTICLE 5**

### **VOTING**

**Section 5.1 Voting Rights.** Each Lot in Monte Verde at Villa Mirada shall be entitled to one (1) vote in all Association matters submitted to the membership, and the Owner of the Lot shall be entitled to cast the vote in his/her/its discretion. In the event of ownership of a Lot, other than sole individual ownership, the vote to which that Lot is entitled shall be exercised by written agreement of all parties with an ownership interest, in the form of a Voting Certificate.

## **ARTICLE 6**

### **BOARD OF DIRECTORS**

**Section 6.1 Number of Directors and Qualifications.** The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time agreed upon by not less than a majority of the Members of the Association at a Member meeting held prior to the notice of the Annual Meeting is distributed. Additionally, the Board of Directors shall always consist of an odd number of Directors. Directors need not be Members of the Association or residents of the State of Florida.

**Section 6.2 Powers of the Board.** The Board of Directors shall have all the powers granted to the Association which are not specifically required to be approved by the Members of the Association.

**Section 6.3 Election of Directors.** All Directors shall be elected by the Members. Election shall be by plurality vote. The term of each elected Director shall expire upon the election of his/her successor at the next succeeding annual meeting of the Members.

**Section 6.4 Recall of Directors.** Any elected Director may be removed from office with or without cause by a majority vote of the Members, as described in Florida Statutes Section 720.303, as amended from time to time.

**Section 6.5 Compensation.** The Members of the Board of Directors shall serve without compensation, but may be reimbursed for actual costs expended as a result of their service on the Board of Directors.

**ARTICLE 7**  
**OFFICERS**

**Section 7.1 Overview of the Officers.** The Officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board of Directors shall deem appropriate from time to time. The President shall be elected from among the Membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two (2) or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such Officers under the direction of the Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the Bylaws.

**ARTICLE 8**  
**CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE 9**  
**BYLAWS**

In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

**ARTICLE 10**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles may be altered, amended, or repealed by the affirmative vote of the Owners of at least fifty-one percent (51%) of the Voting Interests of the Association. No amendment, however, altering the number of votes attributable to any Lot without the prior written consent of all Owners affected by the amendment. Amendments may be approved by the Owners, in writing, without holding a Member meeting. A copy of each amendment shall be recorded in Public Records of Sarasota County, Florida.

**ARTICLE 11**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 11.1 Indemnified Parties.** To the extent permitted by law, the Association shall indemnify and hold harmless every Director, Officer, Committee Member and agent of the Association (collectively "Indemnified Party") against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred to defend the Indemnified Party or imposed in connection with any proceeding, or settlement or appeal of such proceeding to which the Indemnified Party may be made a party because of being or having been, a Director, Officer, Committee Member or agent of the Association. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that the actions or omissions to

act of such Indemnified Party were material to the cause adjudicated and involved one or more of the following:

- (a) willful misconduct or a conscious disregard for the best interests of the Association; or,
- (b) a violation of criminal law, unless the Indemnified Party had no reasonable cause to believe the action was unlawful; or,
- (c) an act or omission which was committed in bad faith or with malicious purpose, or any manner exhibiting wanton or willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a Member.

**Section 11.2 Settlement of Action.** In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interests of the Association. The foregoing right to indemnification shall be in addition to, and not exclusive of, all the rights to which a Director or Officer may be entitled.

**Section 11.3 Insurance.** The Association must purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

## **ARTICLE 12**

### **BINDING EFFECT**

The provisions hereof shall bind and inure to the benefit of the Members and their respective successors and assigns.

**[SIGNATURE PAGE TO FOLLOW]**



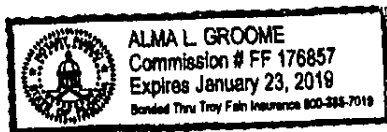
IN WITNESS WHEREOF, signed this 1<sup>st</sup> day of March, 20 18.

Monte Verde at Villa Mirada Association, Inc.

By: Joseph M. Patane  
Joseph M. Patane, President

STATE OF FLORIDA     )  
                                  )     SS.  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of March, 2018, by Joseph Patane, President of Monte Verde at Villa Mirada Association, Inc., a Florida not-for-profit corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.



(Notary Seal)

Signature of Notary Public Alma L. Groome  
Print Name: Alma L. Groome

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby agrees to accept the designation as Registered Agent of the foregoing corporation.

Clive Burnett  
Print Name: CLIVE BURNETT

The date of each amendment(s) adoption: January 8, 2018, if other than the date this document was signed.

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 March 1, 2018

Signature Joseph M. Patane  
(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)

Joseph M. Patane  
(Typed or printed name of person signing)

President  
(Title of person signing)