

THIRD SECOND-AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF THE
VENETIAN VILLAS UNIT OWNERS' ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

Note: Underline indicates additions to text,
and ~~Strikethrough~~ indicates deletions in text.

~~In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby file this Second Amended Articles of Incorporation.~~

These are the Amended and Restated Articles of Incorporation for the Venetian Villas Unit Owners' Association, Inc., originally filed with the Florida Department of State on April 27, 1981 under Charter Number 757754. Matters of only historical interest have been omitted. Amendments included have been added under Chapter 617 and Chapter 720, of the Florida Statute.

ARTICLE ONE
NAME

The name of the corporation is VENETIAN VILLAS UNIT OWNERS' ASSOCIATION, hereinafter called the "Association".

ARTICLE TWO
ADDRESS

The principal office of the Association is located at 105 Quay ~~Assissi~~ Assisi, New Smyrna Beach, Florida 32169.

ARTICLE THREE
NOT-FOR-PROFIT CORPORATION

The Association is a nonprofit corporation pursuant to § 720.302(1) Fla. Stat. (2012). The Association shall make no distribution of income to its members, Directors,

1 or Officers. All funds and the titles of all properties acquired by the Association and their
2 proceeds shall be held for the benefit and use of the members in accordance with the
3 provisions of the Declarations, these Articles, and the Bylaws.
4

5 **ARTICLE THREE-FOUR**
6 **REGISTERED AGENT**
7

8 CHARLES A. HALL, Attorney at Law, whose address is 417 Canal Street, New
9 Smyrna Beach, Florida, 32070, is the registered agent of this Association. Mr. Steven S.
10 Simpson, whose address is 308 North Orange Street, New Smyrna Beach, Florida 32168,
11 is the registered agent of this Association. The registered agent shall be appointed by the
12 Board of Directors and shall serve at the pleasure of the Board of Directors. The Board
13 of Directors shall remove and appoint subsequent registered agents in the manner
14 prescribed by Florida Law.
15

16 **ARTICLE FOUR-FIVE**
17 **PURPOSE**
18

19 This Association does not contemplate pecuniary gain or profit to the members
20 thereof, and the specific purposes for which it is formed are to provide for maintenance,
21 preservation and aesthetics of the residents' lots, and the common area within that certain
22 tract of property in Volusia County, Florida, described as:
23

24 A portion of the unplatted part of Township 17 South,
25 Range 34 East, and a replat of a portion of Lots 8 and 9,
26 Block 1, North Causeway Subdivision, as recorded in Map
27 Book 11, page 209, of the Public Records of Volusia
28 County, Florida, more particularly described as follows:
29

30 From the Northwest corner of said Lot 6, Block 1, said
31 North Causeway Subdivision, run N 51 degrees 58' 40" E
32 along the North line of said Block 1 a distance of 400.00
33 feet for the Point of Beginning; thence departing the North
34 line of said Block 1, run S 38 degrees 01' 20" E along the
35 West line of said Lot 8 a distance of 295.63 feet to a point
36 200 feet North of the North right-of-way of North
37 Causeway (State Road 44) a 200 foot right-of-way as now
38 established; thence departing the West line of said Lot 8,
39 run N 50 degrees 31' 06" E, parallel with the north right-of-
40 way of said North Causeway a distance of 400.13 feet to
41 the East line of said Lot 9; thence N 38 degrees 01' 20" W
42 along the East line of said Lot 9 a distance of 285.44 feet to
43 the Northeast corner of said lot 9; thence departing the
44 North line of said Block 1, continue N 38 degrees 01' 20"

1 W a distance of 376.28 feet to the right-of-way line of
2 Quay Assisi Road, a 60 foot right-of-way as now
3 established thence run along the right-of-way line of said
4 Quay Assisi Road the following courses and distances: S
5 51 degrees 58' 40" W a distance of 400 feet; thence S 38
6 degrees 01' 20" E a distance of 376.28 feet to the Point of
7 Beginning, containing 6.12 acres.

8
9 TOGETHER with all riparian and littoral rights thereunto
10 appertaining.

11
12 and to promote the health, safety and welfare of the residents within the above described
13 property to:

- 14 (a) Exercise all of the powers and privileges and to perform all of the duties
15 and obligations of the Association as set forth in that certain ~~Second~~ Sixth
16 Amended Declaration of Covenants, Conditions and Restrictions
17 hereinafter called the "Declaration", applicable to the property and
18 recorded upon the Public Records of Volusia County, Florida, together
19 with any subsequent amendments thereto.
20 (b) Fix, levy, collect and enforce payment by any lawful means, all charges or
21 assessments pursuant to the terms of the said ~~Second~~ Sixth Amended
22 Declaration to pay all expenses in connection therewith and all office and
23 other expenses incident to or governmental charges levied or imposed
24 against the property of the Association.
25 (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon,
26 operate, maintain, convey, sell, lease, transfer and dedicate for public use
27 or otherwise dispose of real or personal property in connection with the
28 affairs of the Association;
29 (d) Borrow money, and with the assent of two-thirds (2/3) of all of the
30 members, mortgage, pledge, deed in trust, or hypothecate any or all of its
31 real or personal property as security for money borrowed or debts
32 incurred.
33 (e) Dedicate, sell or transfer all or any part of the common area to any public
34 agency, authority, or utility for such purposes and subject to such
35 conditions as may be agreed to by the members. No such dedication or
36 transfer shall be effective unless an instrument has been signed by two-
37 thirds (2/3) of all of the members, agreeing to such dedication, sale or
38 transfer.
39 (f) Have and to exercise any and all powers, rights and privileges which a
40 corporation not-for-profit organized under the laws of the State of Florida,
41 may now or hereafter have or exercise.
42 (g) The Association shall have all common law and statutory duties of a
43 corporation not-for-profit.

- 1 (h) All responsibilities and duties delegated to it pursuant to the provisions of
2 these Articles, the By-Laws and the Declaration, including but not limited
3 to operating, maintaining and managing the surface water and storm water
4 management system and Conservation Easement Areas in a manner
5 consistent with the St. Johns River Water Management District Permit
6 requirements and applicable District Rules and City of New Smyrna
7 Beach requirements and applicable City rules, regulations and ordinances;
8 and further shall assist in the enforcement of the restrictions and covenants
9 contains in the Declaration relating to said system.
10 (i) To carry out all duties placed upon it by these Articles, the By-Laws, the
11 Declaration and the Florida law.
12

13 **ARTICLE SIX**
14 **POWERS**

15 The powers of the Association shall include and be governed by the following:

- 16 (a) General. The Association shall have all of the common-law and statutory
17 powers of a not-for-profit corporation under the laws of Florida that are
18 not in conflict with the provisions of these Articles or Chapter 720 of the
19 Florida Statutes.

20 (b) Enumeration. The Association shall have all the powers and duties set
21 forth in the Chapter 720 of the Florida Statutes, as amended from time to
22 time, except as limited by the Declaration of Homeowners' Association, as
23 amended from time to time; these Articles, as amended from time to time;
24 and the Bylaws, as amended from time to time, including but not limited
25 to the following:
26 i. To make and collect assessments and other charges against
27 members as Lot Owners and to use the proceeds thereof in the
28 exercise of its powers and duties.
29 ii. To buy, own, operate, lease, sell, and trade both real and personal
30 property as may be necessary or convenient in the administration
31 of the Association Property.
32 iii. To maintain, repair, replace, reconstruct, add to, and operate the
33 Association Property, or any other property acquired or leased by
34 the Association for use by Lot Owner.
35 iv. To purchase insurance upon the Homeowners Association Property
36 and insurance for the protection of the Association, its Officers,
37 Directors, and members as Lot Owners.
38 v. To make and amend reasonable rules and regulations for the
39 maintenance, conservation, and use of the Association Property;

- 1 for the health, comfort, safety, and welfare of the Lot Owners: and
2 for the administration of the Association.
3 vi. To approve or disapprove the leasing, transfer, mortgaging,
4 ownership, and possession of Units as may be provided by the
5 Declarations.
6 vii. To enforce by legal means the provisions of the Chapter 720 of the
7 Florida Statutes, the Declarations, these Articles, the Bylaws, and
8 the rules and regulations for the use of the Association Property.
9 viii. To contract for the management of the Homeowners' Association
10 and Association Property and any facilities used by the Lot Owners
11 and to delegate to the party with whom such contract has been
12 entered into all of the powers and duties of the Association except
13 those that require specific approval of the Board of Directors or the
14 membership of the Association.
15 ix. To employ personnel to perform the services required for proper
16 operation of the Association.
17 x. With the assent of two-thirds (2/3) of all of the members, make
18 contracts and incur liabilities, borrow money at rates of interest as
19 the corporation may determine, issue its notes, bonds, and other
20 obligations, and secure any of its obligations by mortgage and
21 pledge of all or any of its property, franchises, or income.

22
23 **ARTICLE FIVE-SEVEN**
24 **MEMBERSHIP IN THE ASSOCIATION**
25

26 Every person or entity who is a record owner of a fee or undivided fee interest in
27 any lot, including contract purchasers, whether such contract is recorded or not, shall be a
28 member of the Association. The foregoing is not intended to include persons or entities
29 who hold an interest merely as security for the performance of any obligation.
30 Membership shall be appurtenant to and may not be separated from ownership of any lot
31 which is subject to assessment by the Association. All memberships in the Association
32 shall be automatic and mandatory and shall terminate automatically when a member
33 becomes divested of a fee simple ownership in a lot in the property.
34
35

36 **ARTICLE SIX EIGHT**
37 **VOTING**
38

39 ~~The Association shall have two classes of voting mentorship:~~
40 ~~Class A: Class A members shall be all owners, with the exception of the Developer,~~
41 ~~and shall be entitled to one vote for each lot owned. When more than one person holds~~

1 an interest in any lot, all such persons shall be members. The vote for such lot shall be
 2 exercised as they determine, but in no event shall more than one vote be cast with respect
 3 to any lot.

4 ~~Class B: Class B members shall be the Developer who shall be entitled to four~~
 5 ~~votes for each lot owned. The class B membership shall cease and be converted to Class~~
 6 ~~A membership when 80% of the units have been sold and conveyed and closed upon to~~
 7 ~~non-developer parties, at which time the Developer, then being a Class A member, shall~~
 8 ~~be entitled to one vote per lot.~~

9
 10 The Association shall have one class of voting membership. Owners of one or
 11 more lots shall be entitled to one vote for each lot owned. When more than one person
 12 holds an interest in any lot, all such persons shall be members. The vote for such lot shall
 13 be exercised as they determine, but in no event shall more than one vote be cast with
 14 respect to any lot.

15 16 ARTICLE SEVEN NINE 17 MANAGEMENT OF THE ASSOCIATION

18
 19 ~~The initial affairs of this Association shall be managed by a board of three~~
 20 ~~directors, two of whom shall be appointed by the Developer and one of whom shall be~~
 21 ~~elected by the non-developer members of the Association. When the Class B~~
 22 ~~Membership is converted to Class A Membership, the number of directors shall be~~
 23 ~~increased to five, all of whom shall be members of the Association, and elected by~~
 24 ~~Members of the Association. The number of directors may be changed by amendment of~~
 25 ~~the By-Laws of the Association. The names and addresses of the persons who are to act~~
 26 ~~in the capacity of directors until the selection of their successors are:~~

27
 28
 29 MORRIS STEIN ————— President ————— 9 Ormaby Crescent
 30 Toronto MSP 2V2 Canada

31
 32 CHARMS A. HALL ————— Vice President ————— 417 Canal Street
 33 New Smyrna Beach, Florida

34
 35 WAYLES W. ASHWORTH Secretary ————— 105 Quay Assissi Assisi
 36 Treasurer ————— New Smyrna Beach, FL, 32070

37
 38 The affairs of this Association shall be managed by a board of five directors all of
 39 whom shall be members of the Association, and elected by members of the Association.
 40 The number of directors may be changed by amendment of the By-Laws of the
 41 Association.

1
2 Directors shall serve for a term of two (2) years. In the event of vacancy resulting
3 from the resignation, death, or removal of a director, the newly elected or appointed
4 director shall fill the vacated seat on the Board of Directors for the remainder of the
5 former Director's unexpired term.
6

7 The Directors shall be elected by the membership in accordance with the By-
8 Laws at the regular annual meeting of the membership of the Corporation.
9

10 **ARTICLE EIGHT-TEN**
11 **OFFICERS**
12

13 The Association shall have as officers, a President, a Vice-President and a
14 Secretary / and a Treasurer. Upon the conversion to Class A Membership, [T]he five
15 directors shall select the three four officers herein set forth who shall serve for a period of
16 one year.
17

18 All officers shall be elected by the Board in accordance with the By-Laws at the
19 annual meeting of the Board to be held immediately following the annual meeting of the
20 membership.
21

22 **ARTICLE NINE ELEVEN**
23 **EXISTENCE AND DURATION**
24

25 The corporation shall exist perpetually.
26

27 **ARTICLE TEN-TWELVE**
28 **AMENDMENT**
29

30 Amendment of these Articles shall require the assent of 75% the entire
31 membership.
32

33 **ARTICLE THIRTEEN**
34 **CONFLICT AND AMENDMENT BYLAWS**
35

36 By-Laws of the Association may be altered, amended or rescinded in the manner
37 provided in the By-Laws. In the event of a conflict between the provisions of these
38 Articles and the provisions of the By-Laws, the provisions of these Articles shall control.
39

40 **ARTICLE FOURTEEN**
41 **FISCAL YEAR**
42

43 The fiscal year of the Corporation shall begin October 1st and end on September
44 30th.

1
2
3 **ARTICLE FIFTEEN**
4 **SEVERABILITY**
5

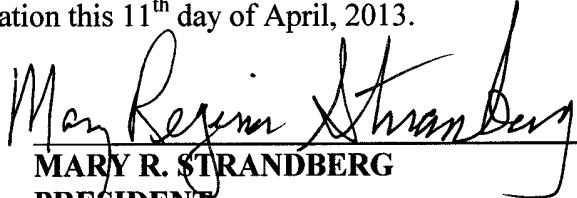
6 Invalidation of any of these Articles or portions thereof by judgment, court order,
7 or operation of law, shall in no way affect other provisions, which shall remain in full
8 force and effect.

9 **ARTICLE SIXTEEN**
10 **INDEMNIFICATION**
11

12 The Association shall indemnify any officer, board member or committee
13 member or any former officer, Board member or committee member to the full extent
14 permitted by law.

15 **[Signatures on following page.]**
16

1 **IN WITNESS** hereof for the purpose of amending the Articles of incorporation,
 2 originally filed in the Charter Number of 757754 on April 27, 1981, as amended by the
 3 Amended Articles of Incorporation filed February 8, 1983, as amended by the Amended
 4 Articles of Incorporation filed August 10, 1987, the undersigned officers hereby execute
 5 these Third Amended Articles of Incorporation this 11th day of April, 2013.
 6

7 
 8 **MARY R. STRANDBERG**
 9 **PRESIDENT**
 10

11
 12 
 13 **ALICE M. BURROWS**
 14 **SECRETARY**
 15

16 **ACKNOWLEDGMENT**

17 **State of Florida**)
 18 **County of Volusia**)

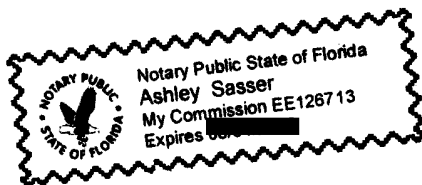
19 The foregoing instrument was acknowledged before me this 11th day of April,
 20 2013, by Mary R. Strandberg and Alice M. Burrows. Personally Known _____ OR
 21 Produced Identification ✓
 22

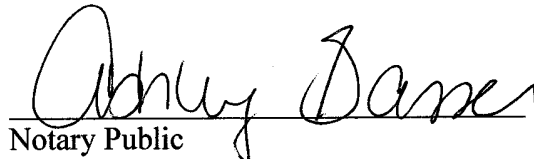
23 Type of Identification produced (if not personally known):

24 Mary R. Strandberg: FL DL

25 Alice M. Burrows: FL DL
 26

27 Witness my hand and official seal of the County estate last aforesaid this the
 28 11th day of April, 2013.
 29

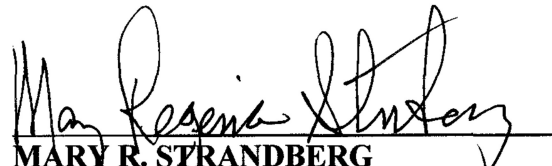


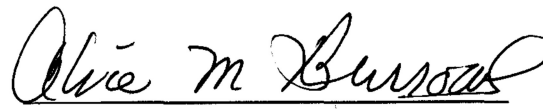

 Notary Public

**STATEMENT REGARDING AMENDMENT OF
ARTICLES OF INCORPORATION**

Pursuant to Sections 617.017 and 617.018, Florida Statutes, and pursuant to Article Ten of the Amended Articles of Incorporation, all of the Directors of the Corporation (hereinafter referred to as Association), joined by in excess of 75% of the members of the Association, who join in with the Directors and waive formal notice of any formal meetings, for said purpose, hereby express their desire to amend Articles of Incorporation, as set forth In these Third Amended Articles of Incorporation.

Dated this 11th day of April 2013.


MARY R. STRANDBERG
PRESIDENT


ALICE M. BURROWS
SECRETARY

ACKNOWLEDGMENT

State of Florida)
County of Volusia)

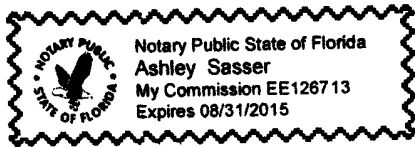
The foregoing Statement Regarding Amendment of Articles of Incorporation was acknowledged before me this 11th day of April, 2013, by Mary R. Strandberg and Alice M. Burrows. Personally Known _____ OR Produced Identification ☒

Type of Identification produced (If not personally known):

Mary R. Strandberg: FDL
Alice M. Burrows: FDL

Witness my hand and official seal of the County estate last aforesaid this the 11th day of April, 2013.

The notary public



Ashley Sasser
NOTARY PUBLIC