

[THESE ARTICLES OF INCORPORATION ARE A RESTATEMENT OF THE ORIGINAL ARTICLES OF INCORPORATION ATTACHED AS AN EXHIBIT TO THE DECLARATION OF COVENANTS AND RESTRICTIONS FOR VILLAS OF LAKE ARBOR RECORDED AT O.R. BOOK 5700, PAGE 218, ET SEQ., OF THE OFFICIAL RECORDS OF PINELLAS COUNTY, FLORIDA, AND INCLUDING ALL AMENDMENTS RECORDED THROUGH MARCH 18, 2025]

RESTATED ARTICLES OF INCORPORATION

FOR

VILLAS OF LAKE ARBOR COMMUNITY ASSOCIATION, INC.

The undersigned parties do hereby associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida and do hereby certify:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is VILLAS OF LAKE ARBOR COMMUNITY ASSOCIATION, INC., and its principal place of business is: 2040 Belcher Road, Clearwater, Florida 33515.

ARTICLE II

Purpose

The Corporation is organized as a Community Association to provide for the operation of VILLAS OF LAKE ARBOR COMMUNITY which shall exist according to the Declaration of Covenants and Restrictions to be recorded in the Public Records of Pinellas County, Florida. The Corporation is organized for the principal purpose of providing a convenient means of administering and managing the common areas and business of this Community and promoting the health, safety, comfort and welfare of its members.

ARTICLE III

Powers

The Corporation shall have the following powers:

A. All of the common law and statutory powers of a Corporation Not For Profit under the laws of the State of Florida.

B. All powers and authority granted to it under and by virtue of the terms of the Declaration of Covenants and Restrictions for VILLAS OF LAKE ARBOR.

C. To enforce by legal means the provisions of the Declaration of Covenants and Restrictions, Mutual Easement, Agreement, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of the property in the VILLAS OF LAKE ARBOR COMMUNITY.

D. To contract for the management and maintenance of the entire Community.

E. To hold all funds and the titles to all property acquired by the Association and the proceeds thereof in a fiduciary capacity only for the benefit of the members in accordance with the provisions contained herein and in the Declaration.

F. The Association shall make no distribution of its income to its members, directors or officers other than through payment of reasonable compensation for services rendered.

ARTICLE IV

Term

The existence of the Corporation shall be perpetual.

ARTICLE V

Membership and Voting

A. The members of the Association shall consist of all of the record owners of Lots, Living Units and Parcels within the VILLAS OF LAKE ARBOR COMMUNITY and also the Developer, until its membership shall be terminated in accordance with the By-Laws of the Association.

B. Change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida a deed or other instrument conveying record title to a Lot, Living Unit or Parcel and delivering to the Association a copy of such instrument. The owner designated by such instrument shall thereupon become a member of the Association, and membership of the prior owner shall be terminated.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, transferred or encumbered in any manner except as an appurtenance to his Lot or Living Unit or Parcel.

D. Each owner or owning entity of each Lot, Dwelling Unit or Parcel shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of an Apartment and the manner of their exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VI
Board of Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) persons. The initial members of the Board of Directors shall be designated by the Class B member and need not be members of the Association.

B. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies shall be filled in the manner provided by the By-Laws.

C. The names and addresses of the first members of the Board of Directors, who shall hold office until their successors shall have been elected, or until removed, are as follows:

JOHN J. MARK, 2040 Belcher Road, Clearwater, Florida

SUSAN PERANTONI, 2040 Belcher Road, Clearwater, Florida

G. MICHAEL MACKENZIE, 1591 Main Street, Dunedin, Florida

D. The first election of the Board of Directors of this Association shall not be held until at least one (1) year from the date on which this Corporation shall have been duly incorporated or until such election shall be required to be held in accordance with By-Laws of the Association.

ARTICLE VII
Corporate Officers and the Management of Corporate Affairs

A. The affairs of the Association shall be administered by such officers as shall be designated in the By-Laws, but shall consist of at least the following: President, Vice President, Secretary and Treasurer. 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 shall serve at the pleasure of the Board of Directors.

B. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT: John J. Mark, 2040 Belcher Road, Clearwater, Florida

VICE PRES/SEC: Susan Perantoni, 2040 Belcher Road, Clearwater, Florida

TREASURER: G. Michael Mackenzie, 1591 Main Street, Dunedin, Florida

ARTICLE VIII
By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors in accordance with the provisions contained therein.

ARTICLE IX
Amendment of Articles

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

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

B. A resolution for the adoption of a proposed amendment may be proposed by either the Board of Directors of the Association or by the members of the Association. Members of the Board of Directors or members of the Association not present in person or by proxy at the meeting considering the amendment may express their approval in writing providing such approval is delivered to the Secretary at or prior to the meeting.

C. Approval of the amendment must be by not less than sixty percent (60%) of the entire membership of the Board of Directors and in addition, by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

D. No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners or mortgages or other interests in the Lots, dwelling unit, Parcel or Common Area, as such is defined in the Declaration of Covenants and Restrictions for the VILLAS OF LAKE ARBOR COMMUNITY. No amendment to the Articles of Incorporation shall be made which is in conflict with any of the laws of the State of Florida or which is in conflict with any of the terms and provisions of the Declaration.

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

ARTICLE X
Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

JOHN J. MARK, 2040 Belcher Road, Clearwater, Florida

SUSAN PERATONI, 2040 Belcher Road, Clearwater, Florida

G. MICHAEL MACKENZIE, 1591 Main Street, Dunedin, Florida

ARTICLE XI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 1591 Main Street, Dunedin, Florida 33528, and the name of the individual registered agent of this Corporation at that address is: G. MICHAEL MACKENZIE. The Corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this State or any other State or Country, as may be approved by its Board of Directors.

END OF RESTATED ARTICLES OF INCORPORATION