

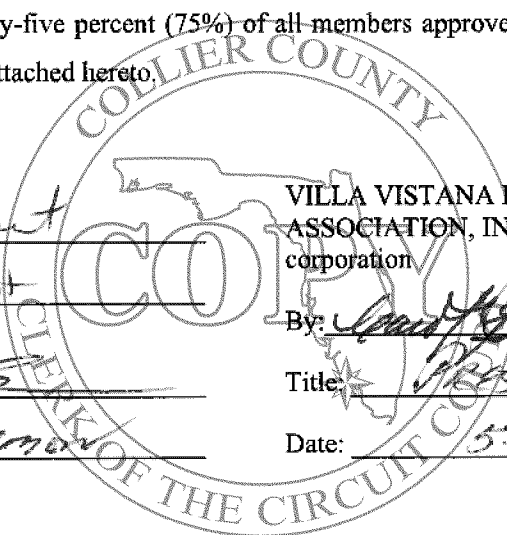
Certificate Prepared by:  
Grigsby Law, P.A.  
9240 Bonita Beach Rd., Ste. 1117  
Bonita Springs, FL 34135

**CERTIFICATE OF AMENDMENT**  
**[Amended and Restated Articles of Incorporation**  
**of Villa Vistana Homeowners' Association, Inc.]**

THE UNDERSIGNED, being the President of Villa Vistana Homeowners' Association, Inc., a Florida corporation not-for-profit, (the "Association") hereby certifies as follows: On May 26, 2020, a meeting of the Members of the Association was held, where a quorum was present after due notice, where a vote of not less than seventy-five percent (75%) of all members approved the Amended and Restated Articles of Incorporation, as attached hereto.

WITNESSES:  
[Signature]  
Signature  
Sean L. Berberst  
Print Name  
[Signature]  
Signature  
Thomas Harmon  
Print Name

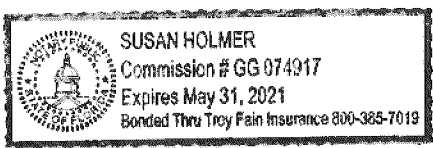
VILLA VISTANA HOMEOWNERS'  
ASSOCIATION, INC., a Florida not-for-profit  
corporation  
By: [Signature]  
Title: PRESIDENT  
Date: 5-28-2020



STATE OF Florida  
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 28 day of May, 2020  
by Carol Rossi, President of VILLA VISTANA HOMEOWNERS'  
ASSOCIATION, INC., on behalf of the corporation. He/She is () personally known to me or ( ) has  
produced \_\_\_\_\_ as identification.

[Signature]  
Signature of Notary Public



After recordation, return to:  
Chanille L. Grigsby, Esq.  
Grigsby Law, P.A.  
9240 Bonita Beach Road, Suite 1117  
Bonita Springs, Florida 34135

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*THIS DOCUMENT CONSTITUTES A SUBSTANTIAL REWORDING OF  
THE DECLARATION AS PREVIOUSLY AMENDED. SEE PRIOR  
DOCUMENTS FOR CHANGES TO PRESENT TEXT*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VILLA VISTANA HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the Articles of Incorporation of Villa Vistana Homeowners' Association, Inc. were filed with the Florida Department of State on August 31, 1998, under Charter Number N98000005037 and recorded on June 15, 2011 at Instrument No. 4574625 in the Official Records of Collier County, Florida;

WHEREAS, not less than seventy-five percent (75%) of the Voting Interests of the corporation, presenting and voting at a duly noticed and convened membership meeting held on May 26, 2020 approved these Amended and Restated Articles of Incorporation, and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporate documents and applicable law.

NOW, THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Villa Vistana Homeowners Association, Inc.

1. **NAME AND PRINCIPAL OFFICE.** The name of the corporation is Villa Vistana Homeowners' Association, Inc., a Florida not-for-profit corporation (the "Association"); and the principal address of the Association is c/o Sandcastle Community Management, 9150 Galleria Court, Suite 201, Naples, Florida 34109, or such other address as may be recorded with and reflected on the Florida Division of Corporations website.

2. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Villa Vistana Homeowners' Association, as amended (the "Declaration"), recorded in the Public Records of Collier County, Florida, unless herein provide to the contrary, or unless the context otherwise requires.

3. **PURPOSE.**

The purposes for which this Association is organized are as follows:

3.1 To operate as a corporation not-for-profit pursuant to Chapter 720 of the Florida Statutes.

3.2 To administer, enforce and carry out the terms and provisions of the Declaration and Bylaws, as the same may be amended from time to time.

4. POWERS. The Association shall have the following powers:

4.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles, including, but not limited to, all of the powers of a corporation under Chapters 617 and 720 of the Florida Statutes.

4.2 To enter into, make, establish and enforce, rules, regulations, bylaws, covenants, restrictions and agreements to carry out the purposes of the Association.

4.3 To make and collect Assessments against members of the Association to defray costs, expenses, reserves and losses incurred or to be incurred by the Association; and to use the proceeds thereof in the exercise of the Association's powers and duties; and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.

4.4 To hold funds for the exclusive benefit of the Members of the Association as set forth in these Articles and as provided in the Declaration and Bylaws.

4.5 To purchase insurance for the protection of the Association, its property, officers, directors, and such other parties as the Association may determine to be in the best interests of the Association.

4.6 To operate, maintain, repair and improve any and all of the Common Areas, and such other portions of the Properties as may be determined by the Board from time to time.

4.7 To exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Properties pursuant to the Declaration.

4.8 To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, and other structures, landscaping, paving and equipment, both real and personal, related to the Common Areas of the Association, as the Board in its discretion determines necessary or appropriate.

4.9 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services or duties.

4.10 To bring suit and to litigate on behalf of the Association as may be desirable or necessary for the proper management of the Association, subject to the prior approval of the Members, if applicable.

4.11 All other powers necessary to effectuate the purposes for which the Association is organized.

5. MEMBERS AND MEMBERSHIP.

5.1 Members. The Owner of any Lot in the Association shall be a Member of the Association.

Such membership was initially established upon the recording of the original Governing Documents among the Public Records of Collier County, Florida. The Bylaws contain further clarification on Membership and the exercise of Membership rights.

5.2 Change in Membership. A change in membership in the Association shall be established by the recording, in the Public Records of Collier County, Florida, of a deed or other instrument establishing a record title to a Villa-Lot. Thereupon the grantee in such instrument will become a Member of the Association and the membership of the prior Member shall be automatically terminated. Before or upon such transfer of title, the transferee shall notify the Association of such transfer, subject to the approval process described in Section 13 of the Declaration.

5.3 Assignment. The share 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 associated with the membership of the Member, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

5.4 Members Voting Rights. The total number of Members' votes shall be equal to the total number of Lots within the Association from time to time. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each Lot as further described in the Bylaws. Each Member shall have the number of votes equal to the number of Lots within the Association owned by the Member at the time of such vote.

5.5 Members' Meetings. The Bylaws shall provide for an annual meeting of the Members of the Association and shall make provision for special meetings of the Members.

## 6. DIRECTORS.

6.1 Number of Directors. The affairs of the Association shall be managed by a Board of Directors as described in the Bylaws.

6.2 Election of Directors. The directors of the Association shall be elected by the Members in accordance with the Bylaws.

6.3 Powers and Duties. All the duties and powers of the Association existing under the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to the approval of the Members only when specifically required.

6.4 Removal and Vacancies. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

6.5 Officers. The officers of the Association shall be as stated in the Bylaws. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for the filing vacancies, and for the duties of officers.

7. INDEMNIFICATION. To the fullest extent permitted by law, every officer and director of the Association shall be indemnified by the Association against all expenses and liability including reasonable attorney's fees, incurred by or imposed upon him or her in connection with any proceeding to which he or

she may be a party, or in which he or she may become involved, by reason of his or her being or having been an officer or director of the Association, whether or not he or she is an officer or director at the time such expenses are incurred. The foregoing right of indemnification shall not be available and the officer or director shall be liable for monetary damages as provided in Section 617.0834, Florida Statutes, as amended, if such officer or director breached or failed to perform his or her duties as an officer or director; and the breach of, or failure to perform his or her duties constitutes: (1) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful; (2) a transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or (3) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Claims for reimbursement as permitted under this Section shall be paid by the Board as incurred. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

8. BYLAWS. The Bylaws shall be adopted, amended, or rescinded in the manner provided in the Bylaws.

9. AMENDMENTS. Amendments to these Articles shall be proposed and adopted in the following manner:

9.1 Proposal. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by written petition signed by the thirty percent (30%) of the Voting Interests.

9.2 Vote Required. Except as otherwise provided by law, or by specific provision of the Governing Documents, these Articles of Incorporation may be amended by approval of fifty-one percent (51%) of the Voting Interests present, in person or by proxy, and voting at any annual or special meeting of the Members in accordance with law.

9.3 Certificate and Recording. A copy of each amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the Articles of Incorporation, which certificate shall be in the form required by law and shall be executed by officers of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Collier County, Florida.

9.4 Effective Date. An amendment to these Articles shall not be effective until it has been recorded both in the Public Records of Collier County, Florida and with the Florida Division of Corporations.

10. REGISTERED OFFICE AND AGENT. The street address of the Association's registered office and agent shall be as filed and indicated with the Florida Department of State a statement complying with Section 607.034 of the Florida Statutes.

11. TERM. The term of the Association shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes herein expressed this 28 day of May, 2020.

VILLA VISTANA HOMEOWNERS  
ASSOCIATION, INC. a Florida not-for-profit  
corporation

By: [Signature]

Title: PRESIDENT

Date: May 28, 2020

