

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on June 12, 2018, to Articles of Incorporation for MIRA VISTA HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N18000005366.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Fourteenth day of June, 2018



CR2EO22 (1-11)

*Ken Detzner*

Ken Detzner  
Secretary of State

EXHIBIT "B" TO MIRA VISTA TOWNHOMES  
DECLARATION OF COVENANTS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2018 JUN 12 AM 11:18

**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of

**MIRA VISTA HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment in its entirety to the Electronic Articles of Incorporation filed with the Secretary of State on May 14, 2018:

**ARTICLE I. - NAME OF CORPORATION**

The name of this corporation shall be MIRA VISTA HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit, hereinafter referred to as the Association.

**ARTICLE II. - GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the residential subdivision located in Pinellas County, Florida, known as Mira Vista Townhomes, as more particularly described in the subdivision plat thereof recorded in the Public Records of Pinellas County, Florida, and to perform all acts provided in the Declaration of Covenants, Conditions and Restrictions for said residential subdivision, and all exhibits thereto, as duly amended from time to time, and the provisions of Chapters 617 and 720, Florida Statutes.

**ARTICLE III.- POWERS**

The Association shall have all of the statutory powers of a corporation not-for-profit and all of the powers and duties set forth the Declaration of Covenants, Conditions and Restrictions of Mira Vista Townhomes and all exhibits attached thereto, as duly amended from time to time, and the powers and duties set forth in Chapters 617 and 720, Florida Statutes.

**ARTICLE IV.- MEMBERS**

All persons owning a vested present interest in the fee title to a Lot in Mira Vista Townhomes, which interest is evidenced by a duly recorded proper instrument in the Public Records of Pinellas County, Florida, shall be Members of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall terminate automatically and immediately at the time a Member's vested interest in the fee title in and to his or her Lot terminates. The change of Membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance transferring fee title to the Lot. Membership shall be appurtenant to and shall not be separated from ownership of the Lot. Prior to the recording of the Declaration of Covenants, Conditions and Restrictions, New Visions Florida, LLC, the Declarant, shall constitute the sole Member of the Association.

**ARTICLE V.- VOTING RIGHTS**

The Association shall have two classes of Membership:

Class "A" Members shall be entitled to one (1) vote per Lot at Membership meetings. When more than one (1) person owns a Lot in Mira Vista Townhomes, the one (1) vote for that Lot shall be exercised as they, among themselves, determine and advise the Secretary of the Association, in writing, prior to the time the meeting is called to order, but in no event shall more than the one (1) vote allocated to that Lot be cast, and the vote shall not be divided among the Owners of any one Lot. In the absence of any such notification to the Secretary of the Association, the vote allocated to the Lot shall be suspended if more than one (1) person seeks to exercise it. In the case of a Lot owned by a corporation, partnership, limited partnership, limited liability partnership, limited liability company or other entity, one (1) natural person shall be designated to be the primary representative of the Lot Owner for all purposes under the Declaration of Condominium, these Articles of Incorporation, and the Bylaws of the Association. If a Lot is owned by a trustee or trustees of a trust, the trustee or trustees shall be deemed the primary representative(s) of the Lot Owner. If a Class "A" Member owns more than one (1) Lot, such Member shall have the right to cast the one (1) vote allocated to that Lot for each Lot owned.

The Class "B" Member shall be the Declarant. The Class "B" Member shall have five (5) votes for each Lot which it owns; provided, however, that after transition of homeowners' association control from the Declarant to the nonDeclarant Members as provided in these Articles of Incorporation and Section 720.307, Florida Statutes, has occurred, the Declarant shall not cast votes in an amount that exceeds one (1) vote per Lot.

**ARTICLE VI.- INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its Members, except as compensation for services rendered, and then only to the extent allowed by Chapter 720, Florida Statutes.

**ARTICLE VII.- EXISTENCE**

The existence of the Association shall commence with the filing of the Electronic Articles of Incorporation with the Florida Secretary of State on May 14, 2018. The Association shall exist perpetually unless dissolved according to law.

**ARTICLE VIII.- REGISTERED OFFICE, REGISTERED AGENT,  
PRINCIPAL PLACE OF BUSINESS**

The registered office of the Association shall be at 3023 Alternate 19 North, Suite 101, Palm Harbor, Florida 34683, and the registered agent at such address shall be Walter J. Penachio until such time as another registered agent is appointed by resolution of the Board of Directors. The initial

principal place of business of the Association shall be 3023 Alternate 19, Suite 101B, Palm Harbor, Florida 34683.

**ARTICLE IX.- NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors. Initially, there shall be three (3) Directors. The number of Directors may be increased or decreased as more particularly described in the Bylaws, provided, however, that there shall never be less than three (3) nor more than seven (7) Directors. Directors must be Lot Owners. Each Director shall have one (1) vote. Directors shall be elected in the manner provided in the Bylaws of the Association.

**ARTICLE X.- BOARD OF DIRECTORS AND OFFICERS**

The names and mailing addresses of the initial Board of Directors and officers are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
DENNIS CAVALCANTI	(P/D)	2450 Baywood Drive West Dunedin, Florida 34698
WALTER PENACHIO	(T/D)	3023 Alternate 19, Suite 101B Palm Harbor, Florida 34683
DOUGLAS ANDERSON	(S/D)	108 Louisiana Lane Port Saint Joe, Florida 32456

Except as expressly authorized pursuant to Chapter 720, Florida Statutes, the Directors shall not be compensated by the Association for their services as Directors.

**ARTICLE XI.- RECALL AND REMOVAL OF DIRECTORS**

Subject to the provisions of Article XIII hereof, and the provisions of Sections 720.307 and 720.303(10) Florida Statutes, and any rules and regulations promulgated pursuant thereto, members of the Board of Directors may be recalled from office with or without cause, by the affirmative vote of a majority of the total voting interests of the Association.

**ARTICLE XII.- INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and every officer of the Association shall, to the maximum extent required and allowed by Florida law, be indemnified by the Association against all expenses and liabilities, including, but not limited to, attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceedings or the settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a Director or

officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or officer may be entitled.

The Association may 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, and the premiums and all other costs associated with such insurance shall be a Common Expense.

### **ARTICLE XIII.- RIGHTS OF DECLARANT**

A. As more particularly set forth in Section 720.307, Florida Statutes, Members other than the Declarant are entitled to elect at least a majority of the members of the Board of Directors of the Association when the earlier of the following events occurs:

1. Three (3) months after ninety percent (90%) of the Lots in Mira Vista Townhomes that will ultimately be operated by the Association have been conveyed to Class "A" Members;

2. Such other percentage of the Lots have been conveyed to Class "A" Members, or such other date or event has occurred, as is set forth in the governing documents in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of Lots;

3. Upon the Declarant abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the governing documents. There is a rebuttable presumption that the Declarant has abandoned and deserted the property if the Declarant has unpaid assessments or guaranteed amounts under Section 720.308, Florida Statutes, for a period of more than two (2) years;

4. Upon the Declarant filing a petition seeking protection under Chapter 7 of the federal Bankruptcy Code;

5. Upon the Declarant losing title to the property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of Declarant rights and responsibilities first arising after the date of such assignment;

6. Upon a receiver for the Declarant being appointed by a circuit court and not being discharged within thirty (30) days after such appointment, unless the court determines within thirty (30) days after such appointment that transfer of control would be detrimental to the Association or its Members; or

7. Upon delivery of written notice from the Declarant to the Association that the Declarant intends to transfer control of the Association to the nonDeclarant Members.

B. For the purposes of this Article, the term "Members other than the Declarant" shall not include builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale.

C. Members other than the Declarant are entitled to elect at least one member of the Board of Directors of the Association if fifty percent (50%) of the Lots in Mira Vista Townhomes which will ultimately be operated by the Association have been conveyed to Class "A" Members.

D. The Declarant is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in Mira Vista Townhomes. After the Declarant relinquishes control of the Association, the Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

E. Any Director appointed by the Declarant may be removed and replaced by the Declarant at any time, subject only to the foregoing rights of the Class "A" Members.

F. Election of members of the Board of Directors by Members other than the Declarant, and transfer of control of the Association from the Declarant to Members other than the Declarant, shall occur in accordance with the provisions of Section 720.307, Florida Statutes, and any rules and regulations pertaining thereto promulgated by the Division of Florida Condominiums, Timeshares and Mobile Homes.

#### **ARTICLE XIV.- BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors of the Association and may be altered, amended or rescinded in the manner provided in such Bylaws.

#### **ARTICLE XV.- AMENDMENT**

These Articles of Incorporation may be amended as set forth in Chapters 617 and 720, Florida Statutes; provided, however, that any such amendment shall be approved by at least six-sevenths (6/7ths) of the total voting interests of the Association. Until the election of a majority of the members of the Board of Directors by Members other than the Declarant has occurred, no amendment shall be effective without the prior written consent of the Declarant.

#### **ARTICLE XVI.- CHAPTER 720, FLORIDA STATUTES**

In the event of a conflict between the provisions of these Articles of Incorporation and

Chapter 720, Florida Statutes, or in the event Chapter 720, Florida Statutes, sets forth mandatory provisions that are not expressly contained herein, the terms and provisions of Chapter 720, Florida Statutes, shall control (except to the extent that Chapter 720, Florida Statutes, allows these Articles of Incorporation to vary from the provisions of Chapter 720, Florida Statutes) and, to that extent, are incorporated by reference herein. Notwithstanding anything to the contrary contained herein or in the Bylaws of the Association or the Declaration of Covenants, Conditions and Restrictions of Mira Vista Townhomes, all as duly amended from time to time, any reference of any nature whatsoever to Chapter 720, Florida Statutes, or any Section thereof, shall for all purposes mean and refer to Chapter 720, Florida Statutes, as it exists on the date the Declaration of Covenants, Conditions and Restrictions is recorded in the Public Records of Pinellas County, Florida.

The undersigned, being the sole Member of the Association, for the purposes set forth herein, has caused these Articles of Amendment to be executed by its duly authorized Managing Member this 7<sup>th</sup> day of ~~May~~, 2018.

*6<sup>th</sup> June*

NEW VISIONS FLORIDA, LLC,  
a Florida limited liability company, as Sole Member

By: [Signature]

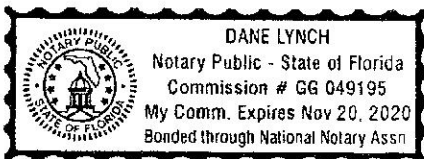
DENNIS CAVALCANTI,  
as its duly authorized Managing Member

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgments in the State and County set forth above, this by DENNIS CAVALCANTI, as the duly authorized Managing Member of New Visions Florida, LLC, a Florida limited liability company, who is personally known to me and who did not take an oath, and he acknowledged to and before me that he executed said Articles of Amendment for the purposes therein expressed.

WITNESS my hand and official seal this 7<sup>th</sup> day of ~~May~~, 2018, in the aforesaid County and State.

*6<sup>th</sup> June*



NOTARY PUBLIC

[Signature]  
Signature of Notary Public

Dane Lynch  
Printed Name of Notary Public  
Commission Number: GG049195  
My Commission Expires: 11/20/2020