

**ARTICLES OF INCORPORATION  
FOR  
VISTA GRANDE HOMEOWNERS ASSOCIATION, INC.  
(a Florida Corporation Not-for-Profit)**

The undersigned, acting as incorporators of a nonprofit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation.

**ARTICLE I  
NAME**

The name of the corporation is **VISTA GRANDE HOMEOWNERS' ASSOCIATION, INC.**, hereinafter referred to as the "Association".

**ARTICLE II  
ADDRESS**

The street address of the initial principal office and the mailing address are the same as follows:

1135 East Avenue  
Clermont, Florida 34711

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 MAR 24 AM 9:48  
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**ARTICLE III  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residences and common area within that certain tract of property described as:

VISTA GRANDE, a Lake County Subdivision, according to the Plat thereof recorded in the Public Records of Lake County, Florida.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

A. Exercise all powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called "Declaration" applicable to the property and recorded, or to be recorded, in the Office of the Clerk of the Circuit Court, Lake County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in connection therewith and all office and other expenses incidental to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. The Association shall operate, maintain, and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District Permit # 40-069-94579-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm water management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system.

D. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not For Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

**ARTICLE IV**  
**VOTING RIGHTS**

The Association shall have two classes of voting membership as follows:

**CLASS A.** The CLASS "A" MEMBER(S) shall be all Owners, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any residence, all such persons shall be members. The vote for such lot shall be exercised as the multiple owners may determine, but in no event shall more than one (1) vote be cast with respect to any one lot.

**CLASS B.** The CLASS "B" MEMBER(S) shall be the Developer. The Class "B" member shall be entitled to exercise total voting control until the Developer has sold the last lot in the project to third party purchasers. So long as there shall be Class B membership, Class A members shall not be entitled to vote. No lots owned by the Developer, his agents or associates, shall be subject to any assessment until the annual meeting following this event.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The affairs of the Association will be managed by a Board consisting of not less than three (3), no more than five (5) directors. The number of directors may be changed by amendment of the Bylaws of the Association. The names and address of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Dale J. Ladd	1135 East Avenue Clermont, FL 34711
Darryl A. Ladd	1135 East Avenue Clermont, FL 34711
Nancy Ladd	1135 East Avenue Clermont, FL 34711

At the first annual meeting and each meeting thereafter the members shall elect three (3) directors for a term of one (1) year each.

**ARTICLE VI**  
**ADDRESS OF INITIAL REGISTERED OFFICE AND**  
**NAME OF INITIAL REGISTERED AGENT**

The address of this Association's initial registered office in the State of Florida is 1135 East Avenue, Clermont, FL 34711. The name of this Association's initial registered agent at the above address is Dale J. Ladd.

**ARTICLE VII**  
**OFFICERS**

The initial officers of the Association shall be a president, vice president and secretary/treasurer. Such officers shall be elected or appointed at the first meeting of the Board of Directors following each Annual meeting of members.

The names of the officers who are to serve until the first election or appointment are:

Dale J. Ladd, President  
Nancy Ladd, Vice President  
Darryl A. Ladd, Secretary/Treasurer

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Dale J. Ladd  
1135 East Avenue  
Clermont, FL 34711

**ARTICLE IX**  
**BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at any annual meeting of the association, or at any special meeting duly called for such purpose by a vote of a majority of a quorum of voting members present in person or by proxy, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

**ARTICLE X**  
**EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE XI**  
**AMENDMENTS**


Amendments to the Articles of Incorporation may be proposed by any member of the Association. Those at any annual meeting of the Association or at any special meeting duly called and held for such purpose on the affirmative vote of at least three-fourths (3/4) of the members eligible to vote.

**ARTICLE XII**  
**DISSOLUTION**

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

The Association may be dissolved with the assent given in writing and signed by not less than three fourths (3/4) of each Class of members. Upon dissolution of the Association, other than incidental to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Section 617.05, Florida Statutes.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 21 day of March, 2005.

  
\_\_\_\_\_  
Dale J. Ladd, Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
15 MAR 24 AM 9:48

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent, I hereby accept such appointment and am familiar with and accept the duties and responsibilities as registered agent for the corporation.

Date: 3/21/05

  
\_\_\_\_\_  
Dale J. Ladd, Registered Agent

FILED  
SECRETARY OF STATE  
14 MAY 12 PM 3:21

Articles of Amendment  
to  
Articles of Incorporation  
of

VISTA GRANDE HOMEOWNERS' ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N05000003278

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

*The new*

*name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action:</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Ben Snyder</u>	<u>1135 East Ave</u> <u>Clermont, FL 34711</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VP</u>	<u>Matt Orosz</u>	<u>1135 East Ave</u> <u>Clermont, FL 34711</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Rick Perkinson</u>	<u>1135 East Ave</u> <u>Clermont, FL 34711</u>
✓ 4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Stuart Wilson</u>	<u>1135 East Ave</u> <u>Clermont, FL 34711</u>
✓ 5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Kenneth Floyd</u>	<u>1135 East Ave</u> <u>Clermont, FL 34711</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____




The date of each amendment(s) adoption: 4/10/2014, if other than the date this document was signed.

Effective date if applicable: 4/10/2014  
*(no more than 90 days after amendment file date)*

**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 4/11/2014

Signature   
*(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)*

**Ben Snyder**  
*(Typed or printed name of person signing)*

**President**  
*(Title of person signing)*

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

2019 JUN 19 PM 4:28

Vista Grande Homeowners' Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N05000003278

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: Empire Management Group, Inc.

1135 East Avenue

(Florida street address)

New Registered Office Address:

Clermont

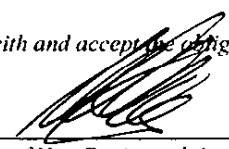
(City)

Florida 34711

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>P</u>	<u>BEN SNYDER</u>	<u>1135 EAST AVENUE</u> <u>CLERMONT FL 34711</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>VP</u>	<u>MATT OROSZ</u>	<u>1135 EAST AVENUE</u> <u>CLERMONT FL 34711</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>S</u>	<u>RICK PERKINSON</u>	<u>1135 EAST AVENUE</u> <u>CLERMONT FL 34711</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>BECKY EVANS</u>	<u>1135 EAST AVENUE</u> <u>CLERMONT FL 34711</u>
5) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VP</u>	<u>KENNETH FLOYD</u>	<u>1135 EAST AVENUE</u> <u>CLERMONT FL 34711</u>
6) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S/T</u>	<u>STUART WILSON</u>	<u>1135 EAST AVENUE</u> <u>CLERMONT FL 34711</u>



APRIL 10, 2015

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

APRIL 10, 2015

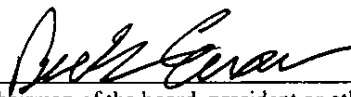
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**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 6/15/15

Signature   
(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)

Betty Evans  
(Typed or printed name of person signing)

President  
(Title of person signing)

Articles of Amendment  
to  
Articles of Incorporation  
of

VISTA GRANDE HOMEOWNERS ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N05000003278

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*N/A*  
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."  
"Company" or "Co." may not be used in the name.

**B. Enter new principal office address, if applicable:**  
*N/A*  
(Principal office address MUST BE A STREET ADDRESS)

**C. Enter new mailing address, if applicable:**  
*N/A*  
(Mailing address MAY BE A POST OFFICE BOX)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

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MAY 19 10 08 AM  
CORPORATION  
STATE OF FLORIDA  
TALLAHASSEE

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>VP</u>	<u>Kenneth Floyd</u>	<u>1135 East Avenue</u> <u>Clermont, FL 34711</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VP</u>	<u>Stuart Wilson</u>	<u>1135 East Avenue</u> <u>Clermont, FL 34711</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Marcia Palmisano</u>	<u>1135 East Avenue</u> <u>Clermont, FL 34711</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Kenneth Floyd</u>	<u>1135 East Avenue</u> <u>Clermont, FL 34711</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Rob Perkins</u>	<u>1135 East Avenue</u> <u>Clermont, FL 34711</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>ST</u>	<u>Stuart Wilson</u>	<u>1135 East Avenue</u> <u>Clermont, FL 34711</u>



April 7th, 2016

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

April 7th, 2016

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 May 16, 2016 \_\_\_\_\_

Signature \_\_\_\_\_

(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)

Mike Miller

\_\_\_\_\_  
(Typed or printed name of person signing)

LCAM

\_\_\_\_\_  
(Title of person signing)

**BYLAWS  
OF  
VISTA GRANDE HOMEOWNERS ASSOCIATION, INC.**

A Non-Profit Florida Corporation

ARTICLE I

The name of the corporation shall be "VISTA GRANDE HOMEOWNERS' ASSOCIATION, INC." hereinafter referred to as the "Association". The principal office of the corporation shall be located at 1135 East Avenue, Clermont, FL 34711, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II

Section 1. "Association" shall mean and refer to VISTA GRANDE HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Section 2. "Lot" shall mean and refer to each of the lots of the subject real estate lots of other subdivisions, if and when made subject to these Bylaws.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot, including contract buyers, but excluding those having such interest merely as security for the performance of an obligation.

Section 4. "Property" shall mean and refer to that certain real property described in Exhibit "A" and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 5. "Developer" shall mean any refer to Ladd Development, Inc. a Florida corporation, its successors and assigns.

Section 6. "Common Area" shall mean any property designated on the subdivided lots of the property or by the Developer or Homeowners' Association for the common use of the owners of any unit. Every such owner has a right and easement of enjoyment to the common area which is appurtenant to the title to its lots.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

Section 1. Annual Meeting. The first annual meeting of the members may be called at the discretion of the President at any time prior to the transfer from the Developer to the Homeowners' Association upon one-hundred (100%) percent of the lots within the subdivision being owned by individuals other than the Developer, its agents or associates as set out in the Articles of Incorporation (the "turnover"), but shall be held within one (1) year from the date of the turnover, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter at the hour of 7:00 P.M. Should the day for the annual meeting of members fall on a legal holiday, the meeting will be held at the same hour on the next day which is not a legal holiday.

Section 2. Regular Meetings. After the date of turnover by the Developer to the Homeowners' Association, regular meetings of the members shall be held at least quarterly on the second Monday of each quarter, without notice, at such place and hour as may from time to time be fixed by resolution of the members. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 3. Special Meetings. After the date of turnover by the Developer to the Homeowners' Association, special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.

Section 4. Notice of Meetings. After the date of turnover by the Developer to the Homeowners' Association, written notice of each special and annual meeting of the Association shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such a notice, postage prepaid, at least fifteen (15) days before such meeting to each member addressed to the member's address last appearing on the books of the Association, or supplied by such member of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. After the date of turnover by the Developer to the Homeowners' Association, the presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes of each class of membership shall constitute a quorum or any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however such quorum shall not be present or represented at any meeting, the members entitled to vote thereon shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum of aforesaid shall be present or be represented.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

#### ARTICLE IV

Section 1. Number. The affairs of this Association shall be initially managed by a Board of three (3) directors. Prior to the date of turnover by the Developer to the Homeowners Association, the members of the Board shall be selected by the Developer. After the turnover by the Developer to the Homeowners' Association, the members shall select the directors. The Board of Directors may consist of a membership of three (3) members and a maximum of five (5) members.

Section 2. Term of Office. At the first annual meeting after the turnover by the Developer to the Homeowners' Association, and each annual meeting thereafter the members shall elect three (3) directors for a term of one (1) year each.

Section 3. Removal. Prior to the turnover by the Developer to the Homeowners' Association, the Developer may remove any director without cause. After the turnover by the Developer to the Homeowners' Association, any director may be removed from the Board with or without cause, by a majority vote for the members of the Association entitled to vote. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

#### ARTICLE V

##### Nomination and Election of Directors

Section 1. Nomination. After the turnover by the Developer to the Homeowners' Association, nomination for election to the Board of Directors shall be made by a nominating Committee. Nominations may also be made from the floor at the annual meeting after the turnover by the Developer to the Homeowners' Association. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and one or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such

appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among the members.

## ARTICLE VI Meeting of Directors

**Section 1. Regular Meetings.** After the turnover by the Developer to the Homeowners' Association, regular meetings of the Board of Directors shall be held monthly, on the first Monday of each month, without notice, or such a place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

**Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

**Section 3. Quorum.** A majority of the number of directors shall constitute a quorum of the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII Powers and Duties of the Board of Directors

**Section 1. Powers.** The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and personal conduct of the member and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provide in the Declaration to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every Owner subject thereto at least thirty

(30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

- (d) Issue, or to cause an appropriate officer to issue, upon demand by an person, a certificate setting forth whether or not any assessments has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payments;
- (e) Procure and maintain adequate liability and hazard insurance on the property owned by the Association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause the Common Area to be maintained.
- (h) Cause the exterior of the dwellings to be maintained.
- (i) Read the minutes of their board meetings to members at the regular monthly members meetings.

## ARTICLE VIII Officers and Their Duties

**Section 1. Enumeration of Officers.** The officers of this Association shall be a president, who shall at all times be a member of the Board of Directors, and a secretary-treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members after the turnover by the Developer to the Homeowners' Association.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4. Special Appointments.** The board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such periods, have such authority, and perform such duties as the Board may, from time to time determine.

**Section 5. Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president, or secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7. Multiple Offices.** The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

**Section 8. Duties.** The duties of the officers are as follows:

(a) **President.** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments that pertain to the common area and shall co-sign all checks and promissory notes.

(b) **Vice-President.** The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by

the Board.

(c) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meeting of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) **Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its' regular meeting, and deliver a copy of each to the members.

**Section 9. Death of Officer.** Should the President die, resign or be removed from office prior to the Developer having sold 100% of the lots, then the Vice President shall accede to the office of President of the Association until 100% of the lots are sold and the Developer turns over the Association to the Homeowners. If there is no Vice President, then the Secretary shall become President until 100% of the lots are sold and the Developer turns over the Association to the Homeowners.

#### ARTICLE IX Appointment of Committees

The Board of Directors shall appoint an Architectural Review Committee, as provided in the Declaration, and a Nominating Committee, as provide in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### ARTICLE X Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

#### ARTICLE XI Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessments. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his lot.

#### ARTICLE XII Corporate Seal

The Association shall have a seal in circular form having within it's circumference the words: "VISTA GRANDE HOMEOWNERS' ASSOCIATION, INC."

**ARTICLE XIII**  
**Amendments**

**Section 1.** These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members entitled to vote and present in person or by proxy. However, until the Class B membership ceases, amendments may be vetoed by HUD/VA.

**Section 2.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of conflict between the Declaration and these Bylaws, the Declaration shall control.

**ARTICLE XIV**  
**Miscellaneous**

This fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first year shall begin on the date of incorporation.

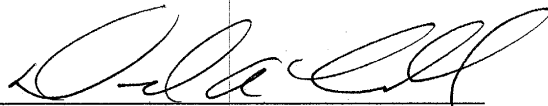
**CERTIFICATION**

I, the undersigned, do hereby certify that:

I am duly elected and acting secretary of **VISTA GRANDE HOMEOWNERS' ASSOCIATION, INC.** a Florida Corporation not for profit,

The foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on March 21, 2005.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Association this 21<sup>st</sup> day of March 2005.



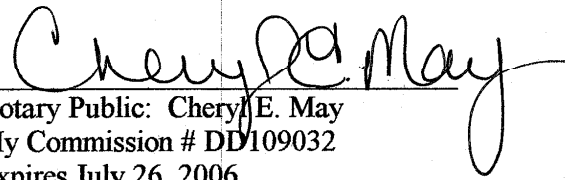
Darryl A. Ladd, Secretary

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledge before me this 21<sup>st</sup> day of March 2005, by DARRYL A. LADD, who is personally known to me.



Cheryl E May  
My Commission DD109032  
Expires July 26, 2006



Notary Public: Cheryl E. May  
My Commission # DD109032  
Expires July 26, 2006