

EXHIBIT "B"

State of Florida



Department of State

I certify from the records of this office that KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on July 18, 2000.

The document number of this corporation is N00000004735.

I further certify that said corporation has paid all fees due this office through December 31, 2000, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 400A00039489-071900-N00000004735-1/1, noted below.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Nineteenth day of July, 2000

Authentication Code: 400A00039489-071900-N00000004735-1/1



CR2EO22 (1-99)

Katherine Harris
Katherine Harris
Secretary of State



OR BK 4504 PG 770
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2000

KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC.
750 U.S. HIGHWAY 19 NORTH
SUITE 301
SEASIDE, FL 33761

The Articles of Incorporation for KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC. were filed on July 18, 2000, and assigned document number 0000004735. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H00000037706.

Corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form 990-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

If you have questions regarding corporations, please contact this office at the address given below.

Debra Culligan
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 400A00039489

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000037706 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

FLORIDA NON-PROFIT CORPORATION
KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 07 |
| Estimated Charge | \$78.75 |

ARTICLES OF INCORPORATION
OF
KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 26750 U.S. Highway 19 North, Suite 301, Clearwater, FL 33761, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be ROGER A. LARSON, JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A., 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property, herein called the "Properties", described in that certain Declaration of Covenants, Conditions and Restrictions for KEY VISTA VILLAS, now or hereafter recorded among the Public Records of Pasco County, Florida, and any amendments or modifications thereof, herein called the "Declaration", relating to the Properties and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon two-thirds (2/3) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(10) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;

(11) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise; and

(12) Notwithstanding anything set forth in these Articles, the Bylaws or the Declaration to the contrary, and provided the Association and the Declaration have been approved by HUD/VA, then in the event of annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles, such shall require the approval of HUD/VA so long as there is a Class B membership.

(13) In the event the Properties have on site wetland mitigation as defined in the regulations which requires monitoring and maintenance, the Association shall include in its budget an appropriate allocation of funds for monitoring and maintenance of the wetland mitigation area(s) each year until SWFMD determines that the area(s) is successful in accordance with the Environmental Resource Permit.

(14) The purpose of the Association shall be to operate, maintain and repair the Common Area, and any improvements thereon, including, but not limited to any Surface Water Management System ("SWMS") as herein after defined, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and/or related appurtenances which may be located within the Properties

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot.

D. Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors, and thereafter shall consist of not less than three (3) nor more than nine (9) directors. Directors shall be

members of the Association; provided, however, that so long as Class B membership shall exist, directors need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--|
| Robert B. Hutchinson | 26750 U.S. Highway 19 North, Suite 301 Clearwater, FL 33761 |
| Terrance Hunt | 26750 U.S. Highway 19 North, Suite 301 Clearwater, FL 33761 |
| Don Sharp | 26750 U.S. Highway 19 North, Suite 301 Clearwater, FL 33761 |

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified. So long as Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B member, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Class B member.

ARTICLE VII - OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|----------------------|--------------------|--|
| Robert B. Hutchinson | President | 26750 U.S. Highway 19 North, Suite 301 Clearwater, FL 33761 |
| Terrance Hunt | Vice- President | 26750 U.S. Highway 19 North, Suite 301 Clearwater, FL 33761 |
| Don Sharp | Secretary | 26750 U.S. Highway 19 North, Suite 301 Clearwater, FL 33761 |

ARTICLE VIII - SUBSCRIBEROR BK **4504** PG **776**
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The name and address of the subscriber to these Articles of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| Roger A. Larson | 911 Chestnut Street Clearwater, FL 33756 |

ARTICLE IX - DISSOLUTION

This Association shall exist in perpetuity. Provided, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets, including the surface water management system, of this Association shall be dedicated to an appropriate public body or 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 organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

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

(2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third (1/3) of the voting members of the Association.

(3) Except as elsewhere provided, an amendment shall be adopted if approved by not less than seventy-five percent (75%) of the vote of the voting members duly qualified to vote.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon Lots.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pasco County, Florida.

E. In the Association is approved by HUD/VA, then for so long as there is a Class B membership, HUD/VA shall have the right to veto amendments to these Articles.

ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 17th day of July, 2000.



ROGER A. LARSON
Subscriber

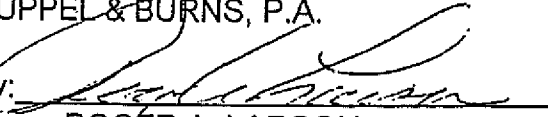
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 17th day of July, 2000.

OR BK **4504** PG **778**
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JOHNSON, BLAKELY, POPE, BOKOR,
RUPPEL & BURNS, P.A.

By: 
ROGER A. LARSON
Registered Agent

Registered Office:

911 Chestnut Street
Clearwater, FL 33756

Principal Corporation Office:

26750 U.S. Highway 19 North, Suite 301
Clearwater, FL 33761

#210814 v1 - Key Vista Villas Articles