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Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

SOLIVITA COMMUNITY ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	$43.75

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December 7, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SOLIVITA COMMUNITY ASSOCIATION, INC.
2600 LAKE LUCIEN DRIVE
SUITE 350
MAITLAND, FL 32751US

SUBJECT: SOLIVITA COMMUNITY ASSOCIATION, INC.
REF: N99000005585

SEE ATTACHED REVISED TO ADD OUR FILING AS "EXHIBIT AA".

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Only one document can be filed. You can either use our form or the one you have drawn up.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tammi Cline
Regulatory Specialist II Supervisor

FAX Aud. #: E22000411675
Letter Number: 722A00027202

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RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME
The name of the corporation is: Solivita Community Association, Inc.

ARTICLE II RESTATED ARTICLES
The text of the Restated Articles is as follows: See attached EXHIBIT "A"

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FILED

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

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:

X Change	PT	John Doe	
X Remove	V	Mike Jones	
X Add	SV	Sally Smith	

Type of Action (Check One)	Title	Name	Address
1) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
2) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
3) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
4) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
5) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____
6) ____ Change	_____	_____	_____
____ Add			_____
____ Remove			_____

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***ARTICLE IV* AMENDED REGISTERED AGENT (OPTIONAL)**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: _____

Address: _____

_____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

_____ _____

Required Signature/Registered Agent Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) **(CHECK ONE)**

☑ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was 11-22-22, and the votes cast were sufficient for approval

☐ These restated articles of incorporation were adopted by the board of directors.

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ARTICLE VIII EFFECTIVE DATE:
Effective date, if other than the date of filing: 11-22-22 (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

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.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 12-06-2022

Signature: Brenda N. Taylor
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Brenda Taylor
(Typed or printed name of person signing)

President
(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

2022 DEC -8 AM 8:41

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SOLIVITA COMMUNITY ASSOCIATION, INC. (A FLORIDA CORPORATION NOT-FOR-PROFIT)

In compliance with the requirements of the laws of the State of Florida and for the purpose of forming a corporation not-for-profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is SOLIVITA COMMUNITY ASSOCIATION, INC. (the "Association").

2. Principal Office. The principal office of the Association is at 395 Village Drive, Kissimmee, Polk County, Florida 34759.

3. Registered Office – Registered Agent. The street address of the Registered Office of the Association 270 W. Plant St, Suite 340, Winter Garden, FL 34787. The name of the registered agent of the Association is Evergreen Lifestyles Management, LLC.

4. Definitions. A declaration entitled Amended and Restated Master Declaration for Solivita (as amended and restated from time to time, the "Declaration") has been recorded among the Public Records of Polk County, Florida, and shall govern all of the operations of a community known as Solivita. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of the Association. The Association is formed to:

5.1 Provide for the ownership, operation, maintenance and preservation of the Common Areas and improvements thereon.

5.2 Perform the duties delegated to it in the Declaration.

5.3 Administer the interests of the Association and the Owners.

5.4 Promote the health, safety and welfare of the Owners.

6 Not-for-Profit. The Association is a Florida corporation not for profit and does not contemplate pecuniary gain to, or profit for, its members.

7 Powers of the Association. The Association shall, subject to the limitations and reservations set forth in applicable law, the Declaration and the Club Plan, have all powers, privileges, and duties allowed by law and/or which are reasonably necessary to discharge its obligations, including, without limitation, the following:

7.1 To perform all the duties and obligations of the Association as set forth in the Declaration, these Articles of Incorporation, and the By-Laws.

EXHIBIT
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7.2 To enforce, by legal action or otherwise, the provisions of the Declaration, these Third Amended and Restated Articles of Incorporation, the By-Laws, and the rules, covenants, conditions, restrictions, regulations, and/or agreements governing or binding the Association.

7.3 To operate and maintain the portion of the Surface Water Management System, if any, contained within or affecting the Common Areas, as required by the Declaration.

7.4 To fix, levy, collect and enforce payment by any lawful means, of all Assessments payable pursuant to the terms of the Declaration, these Third Amended and Restated Articles of Incorporation, and the By-Laws.

7.5 To pay all Association Expenses including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Common Areas or other property of the Association.

7.6 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association, except as limited by the Declaration.

7.7 To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.8 To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of, the Common Areas to any public agency, entity, authority, utility, or other person or entity for such purposes and subject to such conditions as it determines, subject only to requirements set forth in the Declaration, if any.

7.9 To participate in mergers and consolidations with other non-profit corporations organized for the same purpose.

7.10 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Solivita, the Common Areas and Homes as provided in the Declaration, and to effectuate all of the purpose for which the Association is organized.

7.11 To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida that, as a homeowners' association, operates a community may, now or hereafter, have or exercise, including all powers under Chapters 617 and 720, Florida Statutes, both as they exist as of the date of this Third Amendment and both as they may be amended from time to time.

7.12 To employ personnel and retain independent contractors to contract for management of the Association, Solivita and the Common Areas provided in the Declaration, and to delegate in such contract all or any part of the powers and duties of the Association.

7.13 To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Areas, and Solivita, as provided in the

Declaration including, without limitation, Telecommunication Services, maintenance, garbage pick-up, and utility services. The foregoing rights shall not be deemed to impose any obligation on the Association to provide such services. Neither the Board of Directors of the Association nor any manager or management company hired or retained by the Board shall approve any contract with a contingency payment or payment provisions without the approval of the Members.

7.14 To establish committees and delegate certain of its functions to those committees.

7.15 To enter into agreements and/or contracts with the South Florida Water Management District ("SFWMD") under which the Association shall perform certain maintenance, management and/or other agreed upon services for the SFWMD with respect to the Surface Water Management System.

7.16 To enter into agreements and/or contracts with the Poinciana Community Development District and/or the Poinciana West Community Development District and/or their successors.

8. Association Lawsuits. The Board shall have no duty to bring suit against any party, and the Board is permitted to apply a rule of reasonableness when determining whether to bring suit against any party.

9. Establishment of Association Membership. Membership shall be established effective immediately upon becoming an Owner; provided, however, that such new Member's rights shall not become effective until the new Member presents to the Association a recorded copy of the deed of conveyance or other muniment of title conveying the title to the Home so conveyed, and such membership shall pass with title to the Home in question as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Home. Each and every Member shall be entitled to the benefits of membership and shall be bound to abide by the provisions of these Third Amended and Restated Articles of Incorporation, the Declaration and the By-Laws of the Association, as amended from time to time.

10. Members' Voting Rights. Each Owner and Developer shall be a member of the Association. The Owners and the Developer shall have the voting rights as set forth in Chapter 720 Florida Statutes and the By-Laws.

11. Board of Directors. The affairs of the Association shall be managed by a Board of Directors as set forth in the By-Laws. The term of office for the Board of Directors shall be as designated in the By-Laws of the Association.

12. Dissolution. In the event of a dissolution of the Association other than incident to a merger or consolidation, an Owner may petition the Circuit Court of Polk County, Florida for the appointment of a receiver to manage the affairs of the dissolved Association properties. In addition, if the Association is dissolved, the Surface Water Management System shall be conveyed to an appropriate agency of local government. If a governmental

agency will not accept the Surface Water Management System owned by the Association, then it must be dedicated to a similar non-profit corporation.

13. Duration. The Association's existence shall be perpetual.

14. Turnover. Per Chapter 720.307, transition of the Association to Member control occurred on January 31, 2022.

15. Amendment(s).

15.1 General Restrictions on Amendment(s). No amendment shall be effective until it is recorded among the Public Records of Polk County, Florida.

15.2 Amendment(s). Subject to the general restrictions of amendments as set forth in this Section 15, these Third Amended and Restated Articles of Incorporation may be amended with the approval of two-thirds percent (66-2/3%) of the Board and (ii) fifty-one percent (51%) of the votes cast by proxy or electronic ballot at a duly called meeting of the Members at which a quorum is present.

15.3 Amendment of Number of Directors. Notwithstanding 15.2, these Third Amended and Restated Articles of Incorporation may be amended by a two-thirds percent (66-2/3%) of the Board acting alone to change the number of Directors on the Board. Such change shall not require the approval of the Members. Any change to the number of Directors shall not take effect until the next Annual Members' Meeting.

16. Limitations.

16.1 Declaration is Paramount. No amendment may be made to these Third Amended and Restated Articles of Incorporation which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

16.2 Rights of the Club Owner. There shall be no amendment to these Third Amended and Restated Articles of Incorporation which shall abridge, reduce, amend, affect or modify the rights of the Club Owner.

16.3 By-Laws. These Third Amended and Restated Articles of Incorporation shall not be amended in a manner that conflicts with the By-Laws adopted by the Association.

17. Officers. The Board shall elect the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board shall from time to time determine.

18. Indemnification of Officers and Directors. Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and

administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director of Officer may be made a party by reason of being or having been a Director or Officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of all other rights to which such Director or Officers may be entitled.

19. Transactions in which Directors and Officers are Interested Parties. No contract between the Association and any one (1) or more of its Directors and/or Officers or the Developer or the Club Owner, or between the Association and any other corporation, partnership, limited liability company, association or other organization in which one (1) or more of its Directors and/or Officers is an officer, director, managing member, or employee, or is otherwise affiliated or holds an interest in such entity (whether or not legally recognized), shall be in invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meeting of the Board thereof which authorized the contract or transaction, or solely because said Officer's or Director's vote is counted for such purpose. No Director shall incur liability by reason of the fact that such Director or Officer may be interested in any contract or transaction. Interested Directors and Officers shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction. Notwithstanding anything to the contrary in this Section, no such contract or transaction shall violate Section 720.303(12), Florida Statutes, which among other things, prohibits the direct receipt by any director, officer or committee member of any homeowners' association of any salary or compensation for the performance of their duties as director, officer or committee member.

20. Severability. Invalidation of any of the provisions of these Third Amended and Restated Articles of Incorporation by judgment or court order shall in no way affect any other provision, and the remainder of these Third Amended and Restated Articles of Incorporation shall thereafter remain in full force and effect.

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