

Approved as Amended, June 27, 2007

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF



BELLAGIO ON VENICE ISLAND HOMEOWNERS ASSOCIATION, INC.

The membership of BELLAGIO ON VENICE ISLAND HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, does hereby adopt the following as its Amended and Restated Articles of Incorporation:

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the corporation is BELLAGIO ON VENICE ISLAND HOMEOWNERS ASSOCIATION, INC. (herein, the "Association").

The address of the principal office of the corporation is: 100 Calle del Paradiso, Venice, Florida 34285. The Association's Board of Directors may change the address of the Association's principal office from time to time as it deems to be in the interest of the Association.

ARTICLE II
NATURE OF ASSOCIATION

This Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members, and its primary purposes include without limitation the following:

1. To administer and enforce, within Bellagio on Venice Island, a single family community located in Venice, Florida (herein, the "Property"), the Declaration of Covenants, Conditions and Restrictions and Easements of Bellagio on Venice Island, originally recorded as Official Records Instrument #2000084957 of the Public Records of Sarasota County, Florida (herein, the "Declaration"); and

2. To otherwise exercise the powers granted to the Association under the Declaration, these Articles of Incorporation, the Association Bylaws, and Chapters 617 and 720, Florida Statutes.

prepared by!
63 SAM E. HANNA
✓ Bellagio on Venice Island HOA
✓ 219 Rio Terra
Venice, FL 34285

**ARTICLE III
TERM**

The term for which the Association is to exist is perpetual unless the Association is dissolved pursuant to any applicable provision of the Florida Statutes. Any dissolution of the Association shall comply with the Declaration.

**ARTICLE IV
MEMBERS**

The members of the Association shall be all owners of platted lots within the Property (herein, the "Members").

**ARTICLE V
INCORPORATOR**

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

Charles B. Funk 601 Bayshore Boulevard, Suite 650
Tampa, Florida 33606

**ARTICLE VI
BOARD OF DIRECTORS**

The Association shall be governed by a Board of Directors (the "Board"). The Board shall consist of five (5) Directors. Directors shall be selected and removed, and vacancies filled as provided in the Bylaws of the Association (herein, the "Bylaws") and by law.

**ARTICLE VII
OFFICERS**

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary, a Treasurer and such other Officers as the Bylaws may provide for from time to time. Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the membership and shall hold office at the pleasure of the Board, until the next succeeding annual election of Officers or until their successors are elected and qualify.

**ARTICLE VIII
STOCK**

This Association shall never have nor issue any shares of stock, nor shall this Association distribute any part of the income of the Association, if any, to its Members, Directors or Officers. However, the Association may reimburse its Directors, Officers, Members, or agents for reasonable expenses incurred on behalf of the Association.

ARTICLE IX POWERS

The Association shall have all the powers set forth and described in Chapter 617 and 720, Florida Statutes (as presently existing or as may be amended from time to time), the Declaration, these Articles of Incorporation, and the Bylaws. The Association shall also have all the powers necessary or incidental to the attainment of its corporate purposes. The functions and services which the Association is authorized to carry out or to provide may be added to or reduced at any time upon the affirmative vote of a majority of the Board, so long as such addition or reduction is not inconsistent with the requirements of state law, the Declaration, these Articles, and the Bylaws.

ARTICLE X INDEMNIFICATION

The Association shall indemnify all persons who serve or who have served as Directors or Officers. This indemnification shall include their respective heirs, administrators, successors and assigns. The indemnification shall be for any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which any or all of these Directors or officers are made a party by reason of having been a Director or Officer of the Association.

This indemnification shall not apply where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or Officer may otherwise be entitled to by law.

ARTICLE XI AMMENDMENT

Amendments may be proposed by the Board of Directors or by not less than ten percent (10%) of the Association's voting interests. These Articles of Incorporation may be amended upon the approval of 70 percent (70%) of the Association's voting interests (i.e., 100 voting interests) at a duly noticed membership meeting. No amendment shall be made that is in conflict with the Declaration or state law.

All amendments shall be attached to a certificate of amendment and recorded in the public records of Sarasota, Florida and filed with the Florida Secretary of State.

**ARTICLE XII
DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

The registered agent of this corporation shall be Sam Hanna and the registered office of this corporation shall be 219 Rio Terra, Venice, Florida 34285. The Association's Board of Directors may change the registered agent and/or registered office from time to time as it deems to be in the best interest of the Association.

**ARTICLE XIII
DEFINITIONS**

Terms used in these Articles of Incorporation, unless otherwise defined in these Articles of Incorporation, shall have the meanings described in Article I of the Declaration.

**ARTICLE XIV
PRIORITY OF DOCUMENTS**

In the event of conflict, the governing documents of the Association shall take priority in the following order:

1. Declaration
2. Articles of Incorporation
3. Bylaws