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KAREN E. RUSHING

CLERK OF THE CIRCUIT COURT

SARASOTA COUNTY, FLORIDA

SIMPLIFILE

Receipt # 3502560

Prepared by and return to:
Brett M. Paben Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 405
Sarasota, Florida 34237
(941) 955-5622

CERTIFICATE OF AMENDMENT

**SECOND AMENDED AND RESTATED DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS AND EASEMENTS OF
BELLAGIO ON VENICE ISLAND**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION AND
SECOND AMENDED AND RESTATED BYLAWS
OF
BELLAGIO ON VENICE ISLAND HOMEOWNERS ASSOCIATION, INC.**

We hereby certify that the attached Second Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements of Bellagio on Venice Island, Amended and Restated Articles of Incorporation, and Second Amended and Restated Bylaws for Bellagio on Venice Island Homeowners Association, Inc., (which Declaration is originally recorded at Instrument No. 2000084957, and as Amended and Restated at Instrument No. 2007111931, both of the Public Records of Sarasota County, Florida) were approved at a Membership Meeting originally held on April 7, 2026, and duly reconvened on May 12, 2026, by the affirmative vote of not less than seventy percent (70%) of the of the total voting interests of the Association, which is sufficient for adoption under Article VIII of the Declaration, Article XI of the Articles of Incorporation, and Article XVIII of the Bylaws.

Signed, sealed, and delivered
in the presence of:

Sign: Lisa Martin

Print: Lisa Martin

Sign: Christina Hamerl

Print: Christina Hamerl

BELLAGIO ON VENICE ISLAND
HOMEOWNERS ASSOCIATION, INC

By: Mike Phelan

Mike Phelan, President

Date: 5/22/26

Signed, sealed, and delivered
in the presence of:

Sign: Lisa Martin

Print: Lisa Martin

Sign: Christina Hamed

Print: Christina Hamed

Attest:

Mary Murray
Mary Murray, Secretary

Date:

05/26/2026

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me by means of ☒ physical presence
or ☐ online notarization this 22 day of May, 2026, by Mike Phelan as President of
Bellagio on Venice Island Homeowners Association, Inc., a Florida corporation, on behalf of the
corporation.



Sign: Lisa M. Martin

Print: Lisa M. Martin

☒ Personally Known OR ☐ Produced Identification

Type of Identification Produced: _____

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me by means of ☒ physical presence
or ☐ online notarization this 26 day of May, 2026, by Mary Murray as Secretary of
Bellagio on Venice Island Homeowners Association, Inc., a Florida corporation, on behalf of the
corporation.



Sign: Lisa M. Martin

Print: Lisa M. Martin

☒ Personally Known OR ☐ Produced Identification

Type of Identification Produced: _____

EXHIBIT B

ARTICLES OF INCORPORATION

**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 1.
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 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 2.
NATURE OF ASSOCIATION**

The 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 of Bellagio on Venice Island (herein, the “Declaration”) (originally recorded at Official Records Instrument #2000084957, and as amended and restated as Official Records Instrument #2007111931, both of the Public Records of Sarasota County, Florida); and (2) to otherwise exercise the powers granted to the Association under the Declaration, these Articles of Incorporation, the Bylaws, and Chapters 617 and 720, Florida Statutes.

**ARTICLE 3.
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 or the Declaration. Any dissolution of the corporation shall comply with the Declaration.

**ARTICLE 4.
MEMBERS**

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

**ARTICLE 5.
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 6.
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 as provided in the Bylaws of the Association (the "Bylaws"). A vacancy on the Board shall be filled in the manner provided in the Bylaws and state law.

**ARTICLE 7.
OFFICERS**

The affairs of the Association are to 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 8.
STOCK**

The Association shall never have nor issue any shares of stock, nor shall the 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 9.
POWERS**

The Association shall have all the powers set forth and described in Chapters 617 and 720, Florida Statutes (as presently existing or as may be amended from time to time), the Declaration, these Articles of Incorporation, or the Bylaws. The Association shall also have all powers necessary or incidental to the attainment of its corporate purposes. The functions and services that 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, or the Bylaws.

ARTICLE 10. INDEMNIFICATION

The Association shall indemnify all persons who may serve or who have served at any time as Directors or Officers and their respective heirs, administrators, successors, and assigns against 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 they or any of them are made a party of which may be asserted against any of them, by reason of having been a Director or officer of the Association, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. Such indemnification shall be in addition to any rights to which such Director or Officer may otherwise be entitled to by law.

ARTICLE 11. AMENDMENT

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 shall be recorded in the Public Records of Sarasota County, Florida, and filed with the Florida Secretary of State.

ARTICLE 12. DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Principal Office. The principal office of the Association shall be located at 100 Calle del Paradiso, Venice, Florida 34285 or such other place in Sarasota County as the Board of Directors (herein, the "Board") shall determine from time to time.

Registered Agent. For purposes of service of process, the Association shall designate a registered agent, which designation may be changed from time to time, and the registered agent's office shall be deemed the registered office of the Association for purposes of service of process.

ARTICLE 13. DEFINITIONS

Terms used in these Articles of Incorporation, unless otherwise defined in these Articles of Incorporation, shall have the meanings described in Article 1 of the Declaration.

ARTICLE 14. 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; and (3) Bylaws.