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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE VILLAGES HOMEOWNERS ADVOCATES, INC.

DOCUMENT NUMBER: N42018

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer C. Rey, Esq.
(Name of Contact Person)

The Hogan Law Firm, LLC
(Firm/ Company)

P.O. Box 485
(Address)

Brooksville, FL 34065
(City/ State and Zip Code)

registeredagents@hoganlawfirm.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandra Chambers at 352 799-8423
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
THE VILLAGES HOMEOWNERS ADVOCATES, INC.

**ARTICLE I
NAME**

Section 1. The name of this corporation shall be The Villages Homeowners Advocates, Inc. (the "Corporation").

Section 2. Corporate Seal. The seal of this Corporation shall have inscribed on it the name of this Corporation, the date of its organization, and the words "Corporate Seal, State of Florida."

**ARTICLE II
PRINCIPAL AND MAILING ADDRESS**

Section 1. The principal office, and mailing address, of the Foundation is located at 1104 Main Street, Lady Lake, Florida 32159, or as otherwise approved by the Board of Directors and set forth in the Corporations annual report filing with the State of Florida.

**ARTICLE III
TERM OF EXISTENCE**

Section 1. Perpetual Existence. The period of the duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence when filed with the Secretary of State.

**ARTICLE IV
PURPOSE AND POWERS OF THE CORPORATION**

Section 1. The Corporation is organized exclusively for charitable, religious, education, and scientific purpose, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the correspondence section of any future federal tax code. To the extent not inconsistent with this purpose, additional purposes of the Corporation are:

1. To promote and foster good will amongst residents of The Villages communities.
2. To encourage a harmonious relationship and better communication between residents, and management of The Villages communities.
3. To serve as a constructive and reasonable voice in dealing with resident issues.
4. To act as a negotiator for the membership of Corporation in matters that are so voted by its members.

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5. To provide education and resources to the Villages communities to improve safety of residents including safe use of multi-model transportation systems.
6. To exercise all rights and powers conferred by the State of Florida on not-for-profit corporations.

ARTICLE V MEMBERSHIP

Section 1. Membership. Membership in the Corporation shall be as set forth in the bylaws.

ARTICLE VI DIRECTORS OF THE CORPORATION

Section 1. Directors. The number of directors may be raised or lowered by amendments of the bylaws of the Corporation but shall in no case be less than three. The directors shall be elected in a manner set forth in the bylaws. Directors may be removed and vacancies shall be filled in the manner provided by the bylaws.

ARTICLE VII EARNINGS AND DISTRIBUTIONS

Section 1. Limitations on Earnings and Distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

Section 2. Limitations on Political Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Prohibited Activities. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) Internal Revenue Code. or the corresponding section of any future federal tax code.

ARTICLE VIII INDEMNIFICATION

Section 1. The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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**ARTICLE IX
DISSOLUTION OF CORPORATION**

Section 1. Dissolution. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then location, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS**

Section 1. Amendment to Articles. Amendments to these Articles of Incorporation shall be approved by the Board of Directors, by an affirmative vote of two-thirds of the directors present subject to a quorum being present.

Section 2. Amendment to Bylaws. Amendments to the bylaws of the Corporation shall be approved by the Board of Directors, by an affirmative vote of a majority of the directors present subject to a quorum being present.

CERTIFICATE

We, the undersigned, hereby certify that we acted as Chair and Secretary, respectively, of a meeting of the Board of Directors of The Villages Homeowners Advocates, Inc., held on the 25th day of July, 2019, at which the foregoing amended Articles of Incorporation were duly approved for submission to the VHA Membership as and for the Articles of Incorporation of The Villages Homeowners Advocates, Inc., and we hereby certify that if approved by the membership the foregoing constitutes the Articles of Incorporation of the The Villages Homeowners Advocates, Inc.

[Signature] _____ Date 9/11/2019

President/Chairperson

[Signature] _____ Date 9-11-2019

Secretary

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