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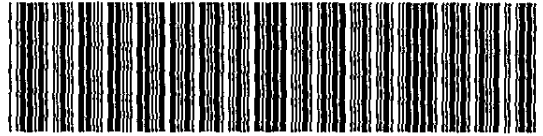
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**Clayton & McCulloh**  
ATTORNEYS AT LAW

Attorneys:

Kenneth M. Clayton  
Neal McCulloh

Russell E. Klemm  
Joy E. Carney

Brian S. Hess  
Joseph C. Stayanoff

Christopher P. Eri

February 1, 2006

Secretary of State  
Division of Corporations  
Amendment Division  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: *Articles of Restatement of Articles of Incorporation of Live Oak Village Condominium, Inc.***

Dear Sir/Madam:


Enclosed herewith for filing is the original duly executed Article of Restatement of Articles of Incorporation of Live Oak Village Condominium, Inc. along with our firm's check payable to your order in the amount of \$43.75 to cover your cost of filing same and providing this office with a certified copy (i.e., \$35.00 filing fee plus \$8.75 for certified copy).

Once the document has been filed, kindly return a certified copy to this office in the enclosed self-addressed envelope which is provided for your convenience.

In the meantime, if you have any questions or comments, please do not hesitate to contact me at your earliest convenience.

Sincerely,

**CLAYTON & MCCULLOH**

  
Jennifer L. McKinney  
Assistant to Joy E. Carney

/jlm  
enclosures

Web Site: [www.clayton-mcculloh.com](http://www.clayton-mcculloh.com)

Long Distance Toll Free: (888) 793-1486

Please Address Correspondence To: Main Office

**Brevard County Branch Office:**  
Indian Harbour Beach Professional Plaza  
2040 S. R. A1A, Suite 201  
Indian Harbour Beach, FL 32937  
Tel: (321) 777-0866  
Fax: (321) 773-9681

**Main Office:**  
The Clayton & McCulloh Building  
1065 Maitland Center Commons Blvd.  
Maitland, FL 32751  
Tel: (407) 875-2655  
Fax: (407) 875-3363

**Volusia County Branch Office:**  
The Charles Tindall Building  
406 North Wild Olive Avenue  
Daytona Beach, FL 32118  
Tel: (386) 947-9996  
Fax: (386) 255-6148

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
LIVE OAK VILLAGE CONDOMINIUM, INC.

A Non-Profit Florida Corporation

- FIRST: The name of the Corporation is Live Oak Village Condominium, Inc.
- SECOND: Said Corporation is incorporated as a Corporation not for profit under the provisions of Chapter 617 Florida Statutes, as amended.
- THIRD: The principal office and post office address of the Corporation shall be Silver Springs Shores, 531A Midway Drive, Ocala, Florida 34472.
- FOURTH: The purpose for which this Corporation was organized is the operation of a Condominium known as Live Oak Village Condominium upon the real property situate, lying and being in Marion County, Florida, and more particularly described as follows: Tracts E-F, E-G, E-H, E-I on Map of Silver Springs Shores, Marion County, Florida Unit #49 filed in Plat Book J at pages 342, 343 and 344, and filed on April 4, 1972 in the County Clerk's Office of Marion County, Florida.
- FIFTH: The members of this Corporation shall consist of all of the record Owners of the Condominium Units in the Condominium. The Owner of a Condominium Unit in the Live Oak Village Condominium shall automatically be and become a member of this Corporation. The share of a member in the funds and assets of this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Condominium Unit. A member will be entitled to one vote for each Condominium Unit owned by said Unit Owner. However, when any Condominium Unit is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership, or in any other manner of joint or common ownership, such Owners shall select one voting representative, (hereinafter referred to as the "Voting Representative") to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote allocated to any Condominium Unit may not be divided or cast in any fraction, and the vote of each Voting Representative shall be considered to represent the will of all the Owners of that Unit. If the Owners fail to designate their Voting Representative, then the Association may accept the person asserting the right to vote as the Voting Representative until the Association is notified to the contrary by the Owners. Upon such notification, no affected Owner shall vote until the Owners appoint their Voting Representative pursuant to this paragraph. At any meeting of the Members, every Member having the right to vote shall be entitled to vote in person or by proxy. Such proxy shall only be valid for such meeting or subsequent adjourned meetings thereof. A corporation may hold membership and may vote through an authorized officer or by written proxy. Membership in this Corporation shall cease and terminate upon the sale, transfer or disposition of the member's Condominium Unit.

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SIXTH: The term for which this Corporation is to exist is perpetual unless the Condominium is terminated pursuant to the provisions of the Amended and Restated Declaration of Condominium of Live Oak Village Condominium or Section 711.16, as amended, or 17 of Chapter 63.35, Florida Statutes, 1963, and in the event of such termination this Corporation shall be dissolved pursuant to Chapter 617.05, Florida Statutes, as amended, or other applicable dissolution statute existing at the time of dissolution.

SEVENTH: The affairs of the Corporation are to be managed by the following officers:

President  
Vice President  
Secretary  
Treasurer

EIGHTH: The officers who were to serve until the first election of the directors are as follows:

President	Clyde Larramore
Vice President	William Morgan
Secretary	Thelma Patten
Treasurer	Thelma Patten

The first annual meeting of the members of the Corporation and the first election of the Board of Directors was held on the third Tuesday in November, 1973, and thereafter annual meetings of the members shall be held on the third Tuesday in January or at such time and date as may be determined by the Board of Directors of the Association, provided that each annual meeting is held within thirteen months of the previous annual meeting. The Directors elected at the first annual meeting and at each subsequent annual meeting of the members shall elect officers of the Corporation who will hold office until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

NINTH: This Corporation shall be governed by a Board of Directors consisting of seven (7) persons, or such other number of Directors as determined by a majority of the Board of Directors. Commencing with the first annual meeting and at each subsequent annual meeting of the members of the Corporation, the Directors of the Corporation, whose terms are expiring, will be elected by the members and they will hold office in each instance until the next annual meeting of the members or until their successors are elected and qualified. The term of office of a Director shall be two years, unless the Bylaws, as amended, provide otherwise. In no event shall a Director's term exceed two years. The Bylaws, as amended, may provide for staggering terms of the Board of Directors. Vacancies in the Board of Directors shall be filled for the unexpired term by the remaining Directors at any regular or Special Directors' Meeting. Subject to the provisions of the preceding sentence, commencing with the Meeting of the members to be held on the third Tuesday

in November of 1973, and on the date set by the Board of Directors each year thereafter, the Directors of the Corporation will be elected by the members to hold office in each instance until the next annual Meeting of members or until their successors are elected and qualified. Vacancies resulting from the creation of increased number of members on the Board of Directors shall be filled by a majority vote of the then existing Board of Directors.

TENTH: The initial Bylaws of this Corporation are those annexed to the Declaration of Condominium made by Silver Springs Shores, Inc., a Florida Corporation, the Developer of the Condominium, and recorded among the Public Records of Marion County, Florida, which said Declaration covers the real property described above. Such Bylaws may be altered, amended, or added to in the manner provided for in said initial Bylaws or any subsequent Bylaws and in conformity with the provision and requirements of chapter 63-35, Florida Statutes, 1963.

ELEVENTH: These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner now or hereafter prescribed by statute or herein or by the Bylaws of this Corporation as they exist from time to time or said Declaration of Condominium as it exists from time to time, at any duly called meeting of the members of this Corporation provided that: (a) the notice of the meeting is given in the manner provided for in Section 4B of Article V of the initial Bylaws and it contains a full statement of the proposed alteration, amendment, change, addition, or repeal; and (b) there is an affirmative vote of seventy-five percent (75%) of the members present in person or by proxy in favor of said alteration, amendment, change, addition, or repeal.

TWELFTH: This Corporation shall never have or issue shares of stock nor will it ever have or provide for non-voting membership.

THIRTEENTH: In the event of the termination of said Condominium under the provisions of Chapter 63-35, Florida Statutes, 1963, as amended from time to time, or pursuant to the aforesaid Declaration of Condominium, as amended, the distributive share to each Unit Owner shall be determined in accordance with the provisions of said Declaration of Condominium, as amended.

FOURTEENTH: From time to time and at least once annually the corporate officers shall furnish periodic reports to the members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practice.

FIFTEENTH: The Corporation shall have all the powers set forth and described in Chapters 718 and 617, Florida Statutes, as amended from time to time, as well as all of the powers provided by Section 12 of Chapter 63-35 Florida Statutes, 1963, as amended from time to time together with those powers conferred by the aforesaid Declaration of Condominium, these Articles of Incorporation and any and all lawful Bylaws of the Corporation, as any of which may be amended.

SIXTEENTH: When words or phrases relating to the Condominium to be created under said Declaration of Condominium, as amended, are used herein or in the Bylaws of this Corporation, as amended, the meaning thereof shall be determined by the definitions and constructions placed

thereon by or under, the Declaration of Condominium, as amended.

SEVENTEENTH: The names and residences of the original subscribers hereto are as follows:

Name	Addresses
KIT RASEMAN	302 West 12th Street, New York, NY 10014
E. ANN COLEMAN	230 West 11th Street, New York, NY 10014
DAVID K. TAYLOR	150 10th Avenue, New York, NY 10011

**ARTICLES OF RESTATEMENT OF ARTICLES  
OF INCORPORATION OF LIVE OAK VILLAGE CONDOMINIUM, INC.**

Pursuant to the provisions of section 617.1007, Florida Statutes (2005), the undersigned Florida corporation not for profit adopts the following Articles of Restatement to its Articles of Incorporation:

**FIRST:** Restatement adopted:

Amended and Restated Articles of Incorporation of Live Oak Village Condominium, Inc.  
(copy attached hereto)

**SECOND:** The date of adoption of the Restatement by the members was  
17 JANUARY, 2006

**THIRD:** Adoption of Restatement:

This Restatement was approved by the members of Live Oak Village Condominium, Inc.  
The number of votes cast for the Restatement was sufficient for approval

LIVE OAK VILLAGE CONDOMINIUM, INC.

Corporation Name

Patrick Moore

Signature of Chairman, Vice Chairman, President or other officer

PATRICK MOORE

Type or print name

President

Title (e.g., President, Vice President, etc.)

24 JANUARY 2006

Date