

728024

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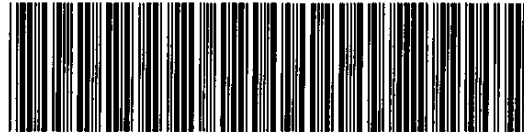
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*Amended And
Restated Art*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts JAN 09 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Oriole Golf & Tennis Club Condo One H Assoc., Inc.

DOCUMENT NUMBER: 728024

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

Please return all correspondence concerning this matter to the following:

Rachel E. Frydman, Esq.
(Name of Contact Person)

Katzman & Korr
(Firm/ Company)

1501 NW 49th Street, Ste. 202
(Address)

Ft. Lauderdale, FL 33309
(City/ State and Zip Code)

For further information concerning this matter, please call:

Rachel Frydman at (954) 486-7774
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amended And Restated

Articles of Incorporation
of

Oriole Golf & Tennis Club One H Association, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

728024

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See Attached Exhibit "A"

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(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 1/23/07

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature George Vertolamei
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORIOLE GOLF & TENNIS CLUB CONDOMINIUM ONE H ASSOCIATION, INC.
(A Corporation Not-for-Profit)

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION – SEE
CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT

These are the First Amended and Restated Articles of Incorporation (hereinafter referred to as "Articles") of the Oriole Golf & Tennis Club Condominium One H Association, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Association"). The Articles of Incorporation of the Association were originally filed in the office of the Secretary of State of the State of Florida on November 14, 1973. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 718, Florida Statutes.

1. NAME. The name of this Corporation shall be ORIOLE GOLF & TENNIS CLUB CONDOMINIUM ONE H ASSOCIATION, INC. For convenience, the Corporation shall be herein referred to as the "Association," whose present address is 7777 Golf Circle Drive, Margate, Florida, 33063, the Association's Declaration of Condominium and First Amended and Restated Declaration of Condominium shall be referred to as "Declaration," and the Association's By-Laws shall be referred to as "By-Laws." The Association's Articles of Incorporation, By-Laws, Declaration, and Rules and Regulations shall collectively be referred to as the "Governing Documents."
2. PURPOSE. The purpose for which the Condominium Association is organized is to manage, operate and maintain the condominium known as Oriole Golf & Tennis Club Condominium One H. Said Condominium shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominium; to make such improvements, additions and alterations to said Condominium as may be necessary or desirable from time to time as authorized by the Declaration of said Condominium and the By-Laws of the Association; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of said Condominium, all as agent of the Unit Owners of the Condominium Parcels of the said Condominium, as provided in Chapter 718, Florida Statutes.
3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Broward County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association shall include and be governed by the following:

4.1. General. The Association shall have all of the common-law and statutory powers of a condominium association and corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Florida Condominium Act (the "Act"), or the Florida Not For Profit Corporations Act (the "FNFPCA"), all as amended from time to time.

4.2. Enumeration. The Association, acting through its Board of Directors, shall have all the powers and duties set forth in the Act and FNFPCA, as they may be amended from time to time, except as limited by the Declaration of Condominium, as it may be amended from time to time, these Articles, as they may be amended from time to time, and the Bylaws, as they may be amended from time to time, which powers and duties shall include, but not be limited to, the following:

4.2.1. To adopt budgets and make and collect special and periodic assessments against owners to defray the costs of the Association.

4.2.2. To use the proceeds of assessments in the exercise of its powers and duties.

4.2.3. To maintain, repair, replace, and operate the property within the Condominium.

4.2.4. To enact, amend, and rescind Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Units, Common Elements, Limited Common Elements, and Association Property, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration of Condominium.

4.2.5. To make material alterations or substantial additions to the Common Elements or Association Property as set forth in the Declaration of Condominium.

4.2.6. To reconstruct the Units, Common Elements, Limited Common Elements, and Association Property improvements after casualty and to further improve the property, as specified in the Declaration of Condominium.

- 4.2.7. To approve or disapprove proposed transactions or transfers in the manner provided by the Declaration of Condominium, to charge a preset fee, not to exceed the maximum permissible by law, in connection with such right of approval.
- 4.2.8. To enforce by legal means the provisions of applicable laws and the Condominium Documents, and to interpret said Condominium Documents, as the final arbiter of their meaning.
- 4.2.9. To contract for management, maintenance and operation of the Condominium and the Association.
- 4.2.10. To carry insurance for the protection of the Unit Owners and the Association, pursuant to requirements contained in the Declaration of Condominium and Chapter 718 (2004), Florida Statutes, both as amended from time to time.
- 4.2.11. To pay the cost of all utility services rendered to the Condominium and Association Property not billed to owners of individual units.
- 4.2.12. To pay taxes and assessments which are liens against any part of the condominium other than individual units and the appurtenances thereto, and to assess the same against the units subject to such liens.
- 4.2.13. To hire and discharge personnel and designate other officers to be paid a reasonable compensation and grant them such duties as seem appropriate for proper administration of the purposes of the Association.
- 4.2.14. To bring and defend law suits.
- 4.2.15. To make and execute contracts, deeds, mortgages, notes, and other evidence of indebtedness, leases, and other instruments by its officers and to purchase, own, lease, convey, and encumber real and personal property, and to grant easements and licenses over the condominium property necessary or desirable for proper operation of the Condominium.
- 4.2.16. To enter into contracts for products and services as set forth in the Declaration and By-Laws.

- 4.2.17. To levy fines as provided for in the Act, Declaration, and By-Laws.
 - 4.2.18. To appoint committees and delegate to such committees those powers and duties of the Association as the Board deems advisable.
 - 4.2.19. To ensure fire safety compliance.
 - 4.2.20. To approve the installation of hurricane shutters, and adopt specifications for same.
 - 4.2.21. To exercise emergency powers as provided for in the Declaration or By-Laws and the FNFPICA, as amended from time to time.
- 4.3. Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.
- 4.4. Distribution of Income. The Association shall make no distribution of income to its members, Directors or officers.
- 4.5. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.
5. MEMBERS. The members of the Association shall consist of all of the record owners of units in the Condominium, and after termination of the Condominium, shall consist of those who were members at the time of the termination and their successors and assigns.
- 5.1. Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.
- 5.2. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one unit shall be entitled to one vote for each Unit owned, subject to the procedure contained in the Condominium Documents.

- 5.3. Meetings. The Bylaws shall provide for an annual meeting of members, and shall make provision for regular and special meetings of members other than the annual meeting.
6. TERM OF EXISTENCE. The Association shall have perpetual existence.
7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.
8. DIRECTORS.
- 8.1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors consisting of not more than seven (7) but not less than three (3) Directors, as determined by the By-Laws.
- 8.2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 8.3. Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- 8.4. Officers. Officers of the Association shall be elected as provided in the By-Laws. One Director may hold more than one office except that the President may not simultaneously hold any other office in the Association.
9. BYLAWS. The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.
10. AMENDMENTS. Except as elsewhere specifically provided herein to the contrary, amendments to these Articles of Incorporation may be effected as follows:
- 10.1. Proposal of Amendments. An amendment may be proposed by either a majority of all the Directors or by twenty-five percent (25%) of the total voting interests of the Association.

- 10.2. Adoption of Amendments. A proposed amendment may be approved and adopted upon the affirmative vote of a majority of the Board of Directors, and by not less than a majority of the Association's members, present, in person or by proxy, at a duly noticed meeting at which a quorum is attained. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association upon Board approval, without need for Association membership vote.
- 10.3. Effective Date. Approval of a duly-adopted amendment, shall be evidenced by a certificate of the Association which shall include recording data identifying the Declaration or Declarations and shall be executed in the form required for the execution of a Deed. An amendment of these Articles of Incorporation are effective when properly recorded in the Public Records of Broward County and filed with the Florida Secretary of State, Division of Corporations.
- 10.4. Procedure. No provision of these Articles of Incorporation shall be revised or amended by reference to its title or number only. Proposals to amend existing provisions of these Articles of Incorporation shall contain the full text of the provision to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with **hyphens**. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following "SUBSTANTIAL REWORDING OF ARTICLES. SEE ARTICLE ___ FOR PRESENT TEXT." Nonmaterial errors or omissions in the amendment process shall not invalidate an otherwise properly promulgated or approved amendment.
11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.