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**The Villages of CITRUS HILLS**

December 24, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500004740755--1  
-12/27/01--01023--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madame:

Enclosed please find the Articles of Restatement of the Articles of Incorporation for Waterford Place P.O.A., Inc. to be filed with the State. You will also find a check for \$35.00 to cover the filing fee.

If you have any questions, please feel free to call.

Very truly yours,

  
Eric D. Abel, General Counsel

EDA:lb  
Enclosure

**FILED**  
02 JAN 25 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9

*Amended & Restated*

**T BROWN JAN 30 2002**

2476 North Essex Avenue, Hernando, Florida 34442  
Administration (352) 746-6060 / Accounting (352) 746-3994 / Fax (352) 746-6801  
A TAMPOSI/NASH DEVELOPMENT



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 8, 2002

ERIC D. ABEL  
THE VILLAGES OF CITRUS HILLS  
2476 NORTH ESSEX AVENUE  
HERNANDO, FL 34442

SUBJECT: WATERFORD PLACE P.O.A., INC.  
Ref. Number: N00000003482

We have received your document for WATERFORD PLACE P.O.A., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Corporate Specialist

Letter Number: 502A00000952

RECEIVED  
02 JAN 25 AM 11:12  
DIVISION OF CORPORATIONS

AMENDED & RESTATED  
ARTICLES OF INCORPORATION OF  
WATERFORD PLACE P.O.A., INC.

Pursuant to the provisions of Fla. Stat. §607.1006, the undersigned corporation adopts the following Articles of Restatement of its Articles of Incorporation:

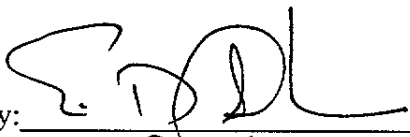
1. The name of the corporation is **Waterford Place P.O.A., Inc.**
2. The Articles of Incorporation are hereby amended in several provisions, and are restated in their entirety, as follows:

See "Exhibit A," attached.

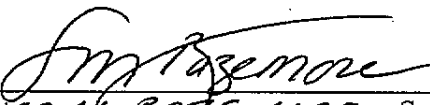
3. The foregoing amendments were adopted on the 5<sup>th</sup> day of December, 2001.
4. The foregoing amendments were duly approved and adopted by unanimous vote of the board of directors, in accordance with Fla. Stat. §617.1002, and the Articles of Incorporation, as amended, and do not contain any amendments requiring member approval.

Dated this 5<sup>th</sup> day of December, 2001.

Waterford Place P.O.A., Inc.

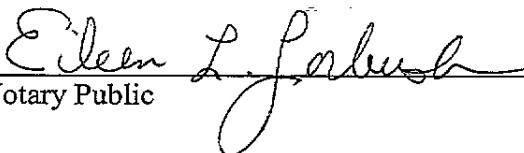
By:   
ERIC D. ABEL, President

Attest:

By:   
LISA M. BAZEMORE, Secretary

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of December, 2001, by Eric D. Abel and Lisa M. Bazemore, as President and Secretary, respectively, of Waterford Place P.O.A., Inc., who are personally known to me.

  
Notary Public



EILEEN L. FORBUSH  
Notary Public, State of Florida  
My Comm. Exp. Oct. 04, 2002  
Comm. No. 780517

FILED  
02 JAN 25 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED  
ARTICLES OF INCORPORATION  
OF  
WATERFORD PLACE P.O.A., INC.**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation not-for-profit pursuant to Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation not-for-profit.

**ARTICLE I  
NAME OF CORPORATION**

The name of this Corporation shall be WATERFORD PLACE P.O.A., INC., hereinafter referred to as the "Association".

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

The general nature of business to be conducted by the Association is to provide for maintenance, preservation and architectural control of the Property (as herein defined) and any additions thereto, as well as, provide for supplemental road maintenance and to provide for the staff expenses, if any, of the Architectural Control Board, fix annual and special assessments or charges to be levied against the Property, enforce any and all covenants and restrictions applicable to the Property, provide supplemental security services to the Property (such security services may be provided only as a means of supplementing governmental agencies, and expressly are not provided as a guarantee of safety or security to the Members, their guests, or others), provide for the operation and maintenance of the clubhouse, if any, and its surrounding grounds, and do any other things that in the opinion of the Board of Directors will promote the benefit and enjoyment of the owners of the Property within and around Waterford Place, located in Citrus County, Florida, and herein described as that "Property" as defined in the Declaration of Covenants, Conditions, Restrictions and Easements for Waterford Place, as it may be amended from time to time, recorded in the Public Records of Citrus County, Florida, as well as any other properties which, may by and through the recordation of other documents, be brought under the authority and control of the Association. The Association is not organized for profit and no part of the net earnings, if any, shall inure for the benefit of any member, individual, person, firm or corporation.

Purpose: The purpose of the Association is to provide for maintenance, preservation and architectural control of the real property described in the Declaration of Covenants, Conditions, Restrictions and Easements for Waterford Place, as amended from time to time (the "Existing Properties") and any additions thereto (the Existing Properties and any additions thereto may be referred to as the "Properties"); and, the purpose of the Association is to promote health, welfare, and harmony among property owners and perform such other and further duties as may be imposed upon it, or assigned to it by Celina Hills Associates, or its successor, or its membership.

The Association shall indemnify and hold harmless the Board of Directors of the Association and each member thereof from any liability, loss claim, action or suit, including, but not limited to attorney's fees and costs arising from or by virtue of any action or failure to take action relative to their rights and duties as granted them by the Declaration of Covenants, Conditions, and Restrictions for Waterford Place, these Articles of Incorporation and the By-Laws of the Association, except willful or gross malfeasance or

**EXHIBIT A**

misfeasance taken. The Association shall not be required to indemnify the Board of Directors or any member thereof where an action is brought against the Board of Directors or such member by the Association and in which the Association is successful.

### **ARTICLE III** **POWERS**

The Association shall have the power to:

A. Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions for Waterford Place, hereinafter called the "Declaration", applicable to the Property, as described therein, and as the same may be amended from time to time as therein provided. Said Declaration being incorporated herein as if set forth at length.

B. Fix, levy, collect and enforce payment by any lawful means of any charges and assessments which the Association may impose pursuant to the recorded Declaration, and any amendments thereto, as well as agreements of undertakings by purchasers in the Property, for the supplemental maintenance, repairs and replacement of the public rights-of-way and appurtenances thereto that are located on the Property which can include but is not limited to landscaping, paving, drainage, street lighting, operate and maintain the clubhouse and its surrounding grounds, and other such purposes and activities which the Association may lawfully conduct. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

C. To have and to exercise all the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

D. To borrow money, and with the assent of a majority of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. As required by Southwest Florida Water Management District: own and convey property; operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas; establish rules and regulations; assess members and enforce assessments; sue and be sued; contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company; require all the lot owners, parcel owners, or unit owners to be members; exist in perpetuity; however, if the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental entity or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association; take any other action necessary for the purposes for which the Association is organized.

**ARTICLE IV**  
**MEMBERS**

Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel, as defined in the Declaration, in the properties shall be a Member of the Association. For the purposes of this paragraph only, a record owner, in addition to as described hereinabove, shall be defined to mean any purchaser under an Agreement for Deed who is not in default of said Agreement for Deed, and all persons or entities who are obligated by the Declaration or amendments thereto to pay assessments to the Association or who by separate undertaking have agreed to pay such assessments shall be Members of the Association. The foregoing is not intended to nor shall it include any person or entity who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any such Parcel in the property.

**ARTICLE V**  
**VOTING RIGHTS**

Each owner of a Parcel, as defined in the Declaration, shall be entitled to one vote for each Parcel owned. Notwithstanding any provision to the contrary, Declarant, as defined in the Declaration, shall have the right to vote a majority of the votes cast at any meeting of the Members until such time as Declarant no longer holds title to 25% of the Parcels, or until such sooner time as Declarant waives the right to elect a majority of the Board of Directors by an instrument in writing. When persons, other than the Declarant, own 20% or more of the Parcels in the then-existing Property, they shall be entitled to elect one member of the Board of Directors. The Developer shall have the right to elect one member of the Board of Directors at the annual meeting until such time as Developer no longer holds the title to any portion of the Property.

The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if twenty percent (20%) of the total number of members in good standing shall be present at the meeting, in person or by proxy (if the required quorum is not present, another meeting may be called and the required quorum shall be ten percent (10%) of the members); provided, however, that so long as the Declarant has the right to a majority of the votes at a meeting, only the Declarant need be present at a meeting for the election of directors.

**ARTICLE VI**  
**MEETINGS OF MEMBERS**

The By-Laws of the Association shall provide for an Annual Meeting of Members and may make provisions for regular and special meetings of Members other than the Annual Meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 20% of the total number of Members in good standing shall be present at the meeting, in person or by proxy. If the required quorum is not present another meeting may be called and the required quorum shall be ten percent (10%) of the total number of Members in good standing.

**ARTICLE VII**  
**CORPORATE EXISTENCE**

The Corporation shall have perpetual existence, commencing May 17, 2000.

**ARTICLE VIII**  
**BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Board of Directors in the manner set forth in the By-Laws.

**ARTICLE IX**  
**AMENDMENTS**

Amendments to these Articles of Incorporation may be made by a 75% vote of the Board of Directors.

No amendment shall be made that is in conflict with the law or the Declaration as amended from time to time.

**ARTICLE X**  
**NUMBER OF DIRECTORS**

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than three persons. The names and addresses of the original Directors shall be:

Eric D. Abel  
2476 N. Essex Avenue  
Hernando, Florida 34442

John E. Pastor  
2476 N. Essex Avenue  
Hernando, Florida 34442

Lisa Bazemore  
2476 N. Essex Avenue  
Hernando, Florida 34442

The Directors of the Corporation shall be elected at the annual meeting of the Members, as specified in the By-Laws. The election of Directors shall be by majority vote.

Any Director may be removed from office at any time with or without cause by the affirmative vote of the Members, except that the Directors elected or appointed by the Declarant, as defined in the Declaration, may be removed only by the Declarant.

**ARTICLE XI**  
**SUBSCRIBERS**

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

Eric D. Abel  
2476 N. Essex Avenue  
Hernando, Florida 34442.

**ARTICLE XII**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE XIII**  
**REGISTERED AGENT**

The name and address of the appointed Registered Agent of the Corporation is:

Eric D. Abel  
General Counsel  
2476 N. Essex Avenue  
Hernando, Florida 34442

IN WITNESS WHEREOF, I, the undersigned Incorporator to these Articles of Incorporation have set my hand and seal this 17<sup>th</sup> day of May, 2000

\_\_\_\_\_/S/  
Eric D. Abel, Incorporator

STATE OF FLORIDA  
COUNTY OF CITRUS

I hereby certify that on this 17<sup>th</sup> day of May, 2000 before me an officer duly authorized personally appeared Eric D. Abel, to me well known and personally known to be the person described in and who executed the foregoing instrument and that he acknowledged before me that he executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid this the day and year last above written.

\_\_\_\_\_/S/  
Notary Public  
My Commission expires



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTIONS 48.091 AND 607.034 FLORIDA STATUTES. The following is submitted:

That Waterford Place P.O.A., Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2476 N. Essex Avenue, Hernando, Florida 34442, has named Eric D. Abel, Esq. as its agent to accept Service of Process within Florida.

DATED: May 17, 2000

\_\_\_\_\_  
/S/  
Eric D. Abel, Incorporator

Having been named to accept Service of Process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.

\_\_\_\_\_  
/S/  
Eric D. Abel, Esq.  
Registered Agent