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DIVISION OF CORPORATIONS

BASIC AMENDMENT

AVENDALE OWNERS' ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF SECOND AMENDMENT AND RESTATEMENT TO
ARTICLES OF INCORPORATION FOR
AVENDALE OWNERS' ASSOCIATION, INC.

(A CORPORATION NOT-FOR-PROFIT)**

Pursuant to the provisions of 617.1007, Florida Statutes, AVENDALE OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association"), whose Articles of Incorporation were originally filed with the Florida Department of State on February 7, 2002, as amended and restated on June 17, 2002 (the Articles of Incorporation, as amended and restated, are hereinafter collectively referred to as the "Amended Articles", adopts the following Second Amended and Restated Articles of Incorporation, to include the following amendments:

1. Paragraph no. 2 of the Amended Articles shall be amended by substituting the principal place of business address "5902 Breckenridge Pkwy, Suite B, Tampa, Florida 33610" in place of "3802-A Gunn Hwy, Tampa, Florida 33618";

2. Paragraph no. 3 of the Amended Articles shall be amended by replacing the street address of the Registered Office of the Association with "3993 W. First Street, Sanford, Florida 32771" and the name of the Registered Agent with Mark Falck;

3. Paragraph no. 4 of the Amended Articles is hereby deleted in its entirety and replaced with the following:

4. Definitions. A declaration entitled Declaration of Restrictions and Covenants for Avendale (the "Declaration") was recorded on July 25, 2002, in O.R. Book 11806, Page 1813, Public Records of Hillsborough County, Florida, and shall govern all of the operations of a community to be known as Avendale. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

4. Paragraph no. 9 of the Amended Articles is hereby deleted in its entirety and replaced with the following:

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9. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than nine (9) members. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws. The names and addresses of the members of the Board who shall hold office from the date hereof until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Gregg Carlson	5902 Breckenridge Pkwy, Suite B Tampa, Florida 33634
Chuck Reeber	5902 Breckenridge Pkwy, Suite B Tampa, Florida 33634
Bob Blanton	5902 Breckenridge Pkwy, Suite B Tampa, Florida 33634

5. Paragraph no. 15 of the Amended Articles is hereby deleted in its entirety and replaced with the following:

15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The name of the Officers who shall serve until their successors are elected by the Board are as follows:

President	Gregg Carlson
Vice President	Chuck Reeber
Secretary/Treasurer	Bob Blanton

6. The Amended Articles are hereby replaced in their entirety by the Amended and Restated Articles of Incorporation of Avendale Owners' Association, Inc., attached hereto and made a part hereof.

7. The date of adoption of the attached Amended and Restated Articles of Incorporation of Avendale Owners' Association, Inc., is March 4, 2005.

8. There are no members entitled to vote on this amendment and restatement. The attached Amended and Restated Articles of Incorporation of Avendale Owners' Association, Inc. was adopted by the Board of Directors.

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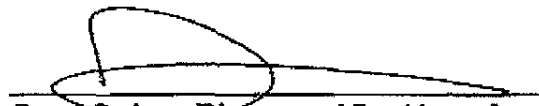
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Dated as of March 4, 2005.

The undersigned being a member of the Board of Directors of Avendale Owners' Association, Inc., and the President thereof.



Gregg Carlson, Director and President of
Avendale Owners' Association, Inc.

(Corporate Seal)

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
AVENDALE OWNERS' ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVENDALE OWNERS' ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In compliance with the requirements on the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is AVENDALE OWNERS' ASSOCIATION, INC. ("Association").
2. Principal Office. The principal office of the Association is 5902 Breckenridge Pkwy, Suite B, Tampa, Florida 33610, or such other location as shall be designated by the Board of Directors.
3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 3993 W. First Street, Sanford, Florida 32771. The name of the Registered Agent of the Association is:

MARK FALCK.

4. Definitions. A declaration entitled Declaration of Restrictions and Covenants for Avendale (the "Declaration") was recorded on July 25, 2002, in O.R. Book 11806, Page 1813, Public Records of Hillsborough County, Florida, and shall govern all of the operations of a community to be known as Avendale. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.
5. Purpose of the Association. The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Association and the Owners; (d) promote the health, safety and welfare of the Owners.
6. Not for Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members, Board of Directors or Officers.
7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:
 - 7.1. To perform all the duties and obligations of the Association set forth in the Declaration and By-Laws, as herein provided.
 - 7.2. To enforce, by legal action or otherwise, the provisions of the Declaration, these Articles and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and Avendale.
 - 7.3. To operate and maintain the Surface Water Management System as required by the Permit and Declaration, including the lake and mitigation areas.
 - 7.4. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.
 - 7.5. To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association and establish Reserves for deferred maintenance or capital expenditures.

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7.6. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration.

7.7. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.8. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of, Avendale to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

7.9. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.10. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Avendale, the Common Areas, Parcels and Homes as provided in the Declaration and to effectuate all of the purposes for which the Association is organized.

7.11. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

7.12. To employ personnel and retain independent contractors to contract for management of the Association, Avendale and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association.

7.13. To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Areas and Avendale as provided in the Declaration such as, but not limited to, Telecommunications Services, maintenance, garbage pick-up, and utility services.

7.14. To establish committees and delegate certain of its functions to those committees.

7.15. To sue and be sued.

8. Voting Rights. Owners and Developer shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than nine (9) members. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws. The names and addresses of the members of the Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Gregg Carlson	5902 Breckenridge Pkwy, Suite B Tampa, Florida 33634
Chuck Reeber	5902 Breckenridge Pkwy, Suite B Tampa, Florida 33634
Bob Blanton	5902 Breckenridge Pkwy, Suite B Tampa, Florida 33634

10. Dissolution. In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affair of the dissolved Association and to manage the

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Common Areas, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In addition, if Association is dissolved, the Surface Water Management System shall be conveyed to an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management Agreement System, then it must be dedicated, to a similar non-profit corporation.

11. Duration. The Association shall exist in perpetuity. Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida.

12. Amendments.

12.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Developer unless such amendment receives the prior written consent of Developer which maybe withheld for any reason whatsoever, if the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2. Amendments Prior to the Turnover Date. Prior to the Turnover Date, Developer shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Developer's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to the Turnover Date, Association must first obtain Developer's prior written consent to any proposed amendment. Hereafter, an amendment identical to that approved by Developer may be adopted by Association pursuant to the requirements for amendments from and after the Turnover Date. Thereafter, Developer shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

12.3. Amendments From and After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of two-thirds (66 2/3%) of the Board and (ii) seventy-five percent (75%) of all the votes (in person or by proxy) of the Association at a duly called meeting of the Members in which a quorum is present.

13. Limitations.

13.1. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2. Rights of Developer. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Developer.

13.3. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

14. Incorporator. The name and address of the Incorporator of this corporation is:

PATRICIA KIMBALL FLETCHER, P.A.
200 South Biscayne Boulevard
Suite 3400
Miami, Florida 33131

15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names of the Officers who shall serve until their successors are elected by the Board are as follows:

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President: Gregg Carlson
 Vice President: Chuck Reeber
 Secretary: Bob Blanton
 Treasurer: Bob Blanton

16. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its Directors or Officers or Developer, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Amended and Restated Articles of Incorporation declaring and certifying that the facts stated herein are true and effective as of the date of filing with the Florida Department of State.

DATED AS OF: March 4, 2005.

WITNESSES:

Tammy N. Oyer
 Print name: Tammy N. Oyer
Tami Henry
 Print name: Tami Henry

AVENDALE OWNERS' ASSOCIATION, INC.,
 a Florida not-for-profit corporation

By: [Signature]
 Gregg Carlson, Director and President

STATE OF FLORIDA)
 COUNTY OF Hillsborough) SS:

The foregoing instrument was acknowledged before me this 4th day of February, 2005, by GREGG CARLSON, the Director and President of AVENDALE OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, who is personally known to me or presented _____ as identification.

My commission expires:



S. Caggiano
 MY COMMISSION # DD114845 EXPIRES
 May 5, 2006
 BONDED THROUGH TRACY FARM INSURANCE, INC.

[Signature]
 NOTARY PUBLIC, State of Florida at Large

MAR-23-05

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FROM-AKERMANTENTERFITT 16E.

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent for AVENDALE OWNERS' ASSOCIATION, INC., and to accept service of process for the above stated not-for-profit corporation at the address designated in this certificate pursuant to the provisions of Section 617, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Mark Falck, Registered Agent

3/4/05
(Date)