

THE LAW OFFICES OF  
BRUDNY & RABIN, P.A.

N03988

March 23, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-03/27/00--01135--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Greenbriar of Citrus Hills Owner's Association, Inc.

Gentlemen:

Enclosed is the original and a conformed copy of a Certificate of Amendment to the Articles of Incorporation of Greenbriar of Citrus Hills Owner's Association, Inc., document number N03988. I would appreciate your filing the attached Certificate, and return the copy to me for my records. I enclose this firm's check in the amount of the filing fees.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,



Bennett L. Rabin

BLR/gj  
Enclosures

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Amended & Restated  
NFR  
4-6-2000

THIS INSTRUMENT PREPARED BY AND RETURN TO:  
BENNETT L. RABIN, ESQUIRE  
BRUDNY & RABIN, P.A.  
4830 W. Kennedy Boulevard, Suite 985  
Tampa, Florida 33609-2574

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GREENBRIAR OF CITRUS HILLS OWNERS' ASSOCIATION, INC.**

These are the Amended and Restated Articles of Incorporation of GREENBRIAR OF CITRUS HILLS OWNERS' ASSOCIATION, INC., a corporation not-for-profit organized for the purpose of administering the condominiums described in Article II below, which condominiums may or may not join in an Amended and Restated Declaration of Condominium comprised of two (2) or more of said condominiums which, by merger, have been or may become consolidated into a merged condominium to be known as "GREENBRIAR OF CITRUS HILLS CONSOLIDATED CONDOMINIUM" (the "Condominium") located in Citrus County, Florida. The corporate filing number for this Association is N03988.

**ARTICLE I. NAME**

The name of the corporation is GREENBRIAR OF CITRUS HILLS OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

**ARTICLE II. PURPOSE AND POWERS**

Section 1. Purpose. The purpose for which the Corporation was organized is to provide an entity for the operation and governance of the following condominiums:

(a) Greenbriar of Citrus Hills Condominium No. One, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. One, originally recorded on November 1, 1983, in Official Records Book 628, Page 316, of the Public Records of Citrus County, Florida;

(b) Greenbriar of Citrus Hills Condominium No. Two, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Two, originally recorded on February 1, 1984, in Official Records Book 633, Page 2066, of the Public Records of Citrus County, Florida;

(c) Greenbriar of Citrus Hills Condominium No. Three, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Three, originally recorded on

August 15, 1984, in Official Records Book 648, Page 1101, of the Public Records of Citrus County, Florida;

(d) Greenbriar of Citrus Hills Condominium No. Four, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Four, originally recorded on March 30, 1984, in Official Records Book 638, Page 383, of the Public Records of Citrus County, Florida;

(e) Greenbriar of Citrus Hills Condominium No. Five, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Five, originally recorded on September 26, 1984, in Official Records Book 651, Page 1614, of the Public Records of Citrus County, Florida;

(f) Greenbriar of Citrus Hills Condominium No. Six, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Six, originally recorded on April 27, 1984, in Official Records Book 640, Page 622, of the Public Records of Citrus County, Florida;

(g) Greenbriar of Citrus Hills Condominium No. Seven, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Seven, originally recorded on January 3, 1985, in Official Records Book 659, Page 489, of the Public Records of Citrus County, Florida;

(h) Greenbriar of Citrus Hills Condominium Buildings Numbered Eight, Nine and Ten, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium Buildings Numbered Eight, Nine and Ten, originally recorded on November 29, 1984, in Official Records Book 656, Page 1619, of the Public Records of Citrus County, Florida;

(i) Greenbriar of Citrus Hills Condominium No. Eleven, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Eleven, originally recorded on June 5, 1985, in Official Records Book 671, Page 608, of the Public Records of Citrus County, Florida;

(j) Greenbriar of Citrus Hills Condominium No. Twelve, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Twelve, originally recorded on July 29, 1985, in Official Records Book 675, Page 1436, of the Public Records of Citrus County, Florida;

(k) Greenbriar of Citrus Hills Condominium No. Thirteen, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Thirteen, originally recorded on April 23, 1985, in Official Records Book 667, Page 1388, of the Public Records of Citrus County, Florida;

(l) Greenbriar of Citrus Hills Condominium No. Fourteen, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Fourteen, originally recorded on

January 29, 1985, in Official Records Book 670, Page 1765, of the Public Records of Citrus County, Florida;

(m) Greenbriar of Citrus Hills Condominium Buildings Numbered Fifteen, Sixteen and Seventeen, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium Buildings Numbered Fifteen, Sixteen and Seventeen, originally recorded on October 31, 1984, in Official Records Book 654, Page 960, of the Public Records of Citrus County, Florida;

(n) Greenbriar of Citrus Hills Condominium No. Eighteen, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Eighteen, originally recorded on September 13, 1984, in Official Records Book 650, Page 1592, of the Public Records of Citrus County, Florida;

(o) Greenbriar of Citrus Hills Condominium No. Nineteen, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Nineteen, originally recorded on May 31, 1984, in Official Records Book 642, Page 1925, of the Public Records of Citrus County, Florida;

(p) Greenbriar of Citrus Hills Condominium No. Twenty, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Twenty, originally recorded on May 24, 1984, in Official Records Book 642, Page 1840, of the Public Records of Citrus County, Florida; and

(q) Greenbriar of Citrus Hills Condominium No. Twenty-One, established by a Declaration of Condominium for Greenbriar of Citrus Hills Condominium No. Twenty-One, originally recorded on September 7, 1984, in Official Records Book 650, Page 624, of the Public Records of Citrus County, Florida;

(collectively, the "Condominiums"), located upon lands in Citrus County, Florida, said property being described in the duly recorded Declarations of Condominium applicable thereto.

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

The Corporation shall have all of the common-law powers and statutory duties allowable by law, including those contemplated in the Declaration of Condominium, the Florida Condominium Act, and the Florida Not-For-Profit Corporation Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the foregoing Declarations as they may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set

forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominiums, and to make such other Special Assessments against Unit Owners as the governing Declarations of Condominium shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the governing Declarations of Condominium.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the governing Declarations of Condominium.

(c) To maintain, repair, replace and operate the Condominium Properties.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Condominium Properties.

(f) To make and amend reasonable rules and regulations relating to the Condominium Properties.

(g) To perform such functions as may be specified in the governing Declarations of Condominium and the By-Laws.

(h) To enforce by legal means the provisions of the Florida Condominium Act, the Florida Not-For-Profit Corporation Act, the governing Declarations of Condominium, these Articles, the By-Laws of the Corporation and such rules and regulations as may be promulgated.

(i) To employ personnel to perform the services required for proper operation of the Condominiums.

(j) To lease, maintain, repair and replace the Common Elements as same are defined in the governing Declarations of Condominium.

(k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.

(l) To purchase a Unit or Units of the Condominiums for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board of Directors.

(m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(n) To contract for the management and maintenance of the Condominium Properties and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents, the Florida Not-For-Profit Corporation Act, and the Florida Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Corporation.

(o) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members or the Condominium Properties.

(p) To borrow money on behalf of the Association when required in connection with the operation, care, upkeep and maintenance of the Common Elements or the acquisition of property, and the granting of mortgages and/or security interests in Association-owned property; provided, however, that the consent of the owners of at least two-thirds (2/3) of the Units represented at a meeting at which a quorum has been attained shall be required for the borrowing of any sum in excess of FIFTY THOUSAND AND NO/100 DOLLARS (\$50,000.00).

### **ARTICLE III. TERM**

The term for which this Corporation shall exist shall be perpetual.

### **ARTICLE IV. OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Corporation shall be elected for a term of one (1) year, or until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Corporation.

### **ARTICLE V. DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than three (3) nor more than nine (9) directors, the exact number of which shall be established by the members in accordance with the By-Laws. All directors shall be elected at the annual membership

meeting of the Association and shall serve until their respective successors are elected (or designated) and qualified.

#### **ARTICLE VI. MEMBERS**

Membership in the Corporation shall automatically consist of, and be limited to, all of the record owners of Units in the Condominiums. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the Owner(s) of each Unit shall only be entitled to one vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

#### **ARTICLE VII. AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting.

(b) Written notice setting forth the proposed amendment, or a summary of the changes to be effected thereby, shall be given to each member of record entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary shall be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the representative membership of the Association who are present, in person or by proxy, at the meeting at which the amendment is being considered.

#### **ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be Post Office Box 1630, Hernando, Florida, 34442, or at such other place or places as may be designated from time to time.

#### **ARTICLE IX. REGISTERED OFFICE AND AGENT**

The current street address of the registered office of the Corporation and the name of the registered agent at that address are:

Alvah L. Cox, Jr.  
Alvah L. Cox, Jr., CPA, P.A.  
2424 N. Essex Avenue  
Hernando, Florida 34442-5320

**ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings 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 officer may be entitled.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and caused these Amended and Restated Articles of Incorporation to be executed this 10<sup>th</sup> day of March ~~1999~~ <sup>2000</sup>, under authority given to it by vote of the members at a special meeting of the membership held \_\_\_\_\_ for such purpose.

GREENBRIAR OF CITRUS HILLS OWNERS' ASSOCIATION, INC.

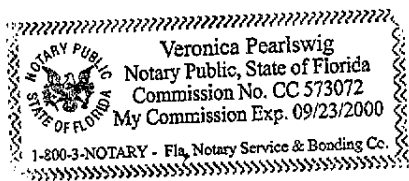
By: Patricia A. Swanson

PATRICIA A. SWANSON  
Print Name and Title                      President

STATE OF FLORIDA  
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, <sup>2000</sup> ~~1999~~, by PATRICIA A. SWANSON, as President of GREENBRIAR OF CITRUS HILLS OWNERS' ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He/She  is personally known to me or  has produced \_\_\_\_\_ as identification.

My Commission Expires 9/23/2000                      Veronica Pearlswig  
NOTARY PUBLIC - State of Florida at Large





Prepared By:  
Bennett L. Rabin, Esquire  
Brudny & Rabin, P.A.  
4830 W. Kennedy Blvd., Suite 985  
Tampa, Florida 33609

**CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
GREENBRIAR OF CITRUS HILLS OWNER'S ASSOCIATION, INC.**

This is to certify that at a meeting of the members of Greenbriar of Citrus Hills Owner's Association, Inc. (the "Association"), held on October 6, 1998, at which a quorum of the voting interests were present, the attached Amended and Restated Articles of Incorporation of the Association were duly adopted by the membership as required by Article XXI. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval. The document number given this corporation by the Secretary of State is N03988.

IN WITNESS WHEREOF, GREENBRIAR OF CITRUS HILLS OWNER'S ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 10<sup>th</sup> day of March, ~~1999~~ 2000.

**GREENBRIAR OF CITRUS HILLS OWNER'S  
ASSOCIATION, INC.**

Phyllis M. Schulz  
Signature of Witness #1  
Phyllis M. Schulz  
Printed Name of Witness #1

By: Patricia A. Swanson  
Signature  
PATRICIA A. SWANSON  
Printed Name and Title  
PRESIDENT

Maureen Gialombardo  
Signature of Witness #2  
Maureen Gialombardo  
Printed Name of Witness #2

STATE OF FLORIDA                    )  
COUNTY OF Citrus                )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, ~~1999~~ 2000, by PATRICIA A SWANSON as PRESIDENT of GREENBRIAR OF CITRUS HILLS OWNER'S ASSOCIATION, INC., on behalf of the corporation, who acknowledged that she executed this document on behalf of the corporation, and stated that the foregoing is true and correct. She is personally known to me or has produced \_\_\_\_\_ as identification.

Veronica Pearlswig  
Notary Public  
Veronica Pearlswig  
Printed Name  
My Commission Expires: 9/23/2000

