

N10000005699

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000013663 3)))



H120000136633ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : AKERMAN SENTERFITT (ORLANDO)
Account Number : 076656002425
Phone : (407)423-4000
Fax Number : (407)843-6610

RECEIVED
12 JAN 17 PM 5:01
DEPARTMENT OF STATE
CORPORATIONS DIVISION

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: Cgorman@DSLLP.com

RECEIVED
12 JAN 17 AM 8:31
DEPARTMENT OF STATE
CORPORATIONS DIVISION
TALLAHASSEE FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
WINDERMERE TRAILS HOMEOWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$35.00

Amended 01/17/12

Electronic Filing Menu Corporate Filing Menu Help

Resigned

DC

H12000013663 3

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WINDERMERE TRAILS HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
12 JAN 17 PM 5:01
SECOND DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be WINDERMERE TRAILS HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation ("Articles") as the "Association."

ARTICLE II
DURATION

Existence of the Association shall commence with the filing of these Articles with the Florida Department of State Division of Corporations. The Association shall have perpetual existence.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the MASTER DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS, AND RESTRICTIONS FOR WINDERMERE TRAILS (the "Master Declaration") to be recorded in the Public Records of Orange County, Florida. Capitalized terms used above or herein without definition shall have the same meanings given to such terms in the Master Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in the Governing Documents. Unless otherwise specifically prohibited by the Governing Documents or Florida law, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and an express means and method of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, Directors, or Officers.

ARTICLE IV
PRINCIPAL OFFICE

The initial principal office and mailing address of the Association is located at 25A Hanover Road, Suite 310, Florham Park, NJ 07932.

ARTICLE V
REGISTERED OFFICE AND AGENT

C T Corporation System, whose address is 1200 South Pine Island Road, Plantation, FL 33324, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

H12000013663 3

H12000013663 3

ARTICLE VI
MEMBERSHIP

Each Person which qualifies as a Member of the Association in accordance with the Master Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Governing Documents.

ARTICLE VII
VOTING RIGHTS

7.1 A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Master Declaration and these Articles. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Governing Documents.

7.2 Except as provided otherwise in the Master Declaration or these Articles, a quorum at Member meetings shall consist of seventy-five percent (75%) of the total voting interests of the Members of the Association, whether represented in person or by proxy. Subject to any contrary provision or requirement contained in the Master Declaration, if a quorum is present, the affirmative vote of a majority of voting interests of the Members represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater vote is required by the Governing Documents or by Florida law. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the voting interests such class of Members shall constitute a quorum for the transaction of such item of business by that class, unless provided to the contrary in the Articles, in the Master Declaration, or otherwise required by Florida law. After a quorum has been established at a meeting, the subsequent withdrawal of a Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be appointed or elected pursuant to the provisions of the Master Declaration and the Bylaws. The number of Directors constituting the initial Board of Directors shall be five (5). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Brett H. Owings	25A Hanover Road, Suite 310, Florham Park, NJ 07932
Louis Friedel	2000 Avenue of the Stars, Suite 1020, Los Angeles, CA 90067
Jonathan Grebow	25A Hanover Road, Suite 310, Florham Park, NJ 07932
Clim Szubinski	5337 Millenia Lakes Blvd., Suite 160, Orlando, FL 32839
Mike Plotnick	25A Hanover Road, Suite 310, Florham Park, NJ 07932

OFFICERS

H12000013663 3

H12000013663 3

The affairs of the Association shall be administered by the Officers. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

- Jonathan Grobow - President; 25A Hanover Road, Suite 310, Florham Park, NJ 07932
- Louis Friedel - Vice President; 2000 Avenue of the Stars, Suite 1020, Los Angeles, CA 90067
- Brett H. Owings - Secretary/Treasurer; 25A Hanover Road, Suite 310, Florham Park, NJ 07932

ARTICLE IX
AMENDMENT

These Articles may be changed, amended or modified at any time and from time to time, by the Members, Master Declarant, or the Board, in the same manner as the Members, Master Declarant, or the Board may change, amend or modify the Master Declaration, as set forth in the Master Declaration.

ARTICLE X
INDEMNIFICATION

10.1 Every Director and every Officer shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or having served at the Master Declarant's or the Association's request as a director or officer of any other Person, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

10.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding, if authorized by a majority of the Directors, only upon receipt of a written agreement or undertaking by or on behalf of such Director or Officer to repay such amounts if it shall ultimately be determined that such Director or Officer is not to be indemnified by the Association as authorized by these Articles.

10.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any Person who is or was a Director or Officer, or is or was serving at the request of the Master Declarant or the Association as a director or officer of another Person, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

H12000013663 3

ARTICLE XI
BYLAWS

The first Bylaws of the Association shall be adopted by the Master Declarant and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE XII
INCONSISTENCY

In the event of any inconsistency between the terms and provisions contained in the Master Declaration and those contained in these Articles, the terms and provisions of the Master Declaration shall prevail.

ARTICLE XIII
NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that in the Board's discretion, membership in the Association may, from time to time, be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

[SIGNATURE ON NEXT PAGE]

JAN-17-12 12:00PM FROM-AKERMAN SENTERFITT 16E.

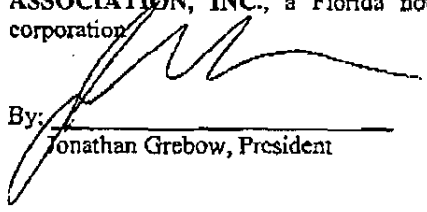
+407 843 7860

T-222 P.006/009 F-085

H12000013663 3

January 9, 2012

WINDERMERE TRAILS HOMEOWNERS
ASSOCIATION, INC., a Florida not-for-profit
corporation

By: 
Jonathan Grebow, President

H12000013663 3

H12000013663 3

**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINDERMERE TRAILS HOMEOWNERS ASSOCIATION, INC.,
PURSUANT TO FLORIDA STATUTES § 617.1006 and § 617.1007**

In connection with the adoption and filing of the Amended and Restated Articles of Incorporation (the "Articles") of WINDERMERE TRAILS HOMEOWNERS ASSOCIATION, INC. (the "Corporation"), the undersigned hereby certifies as follows:

- (a) An amendment of the Articles requires the consent of the Members.
- (b) The sole Member of the Corporation is AG-RW WINDERMERE PHASE I, LLC, a Delaware limited liability company (the "Sole Member").
- (c) The Sole Member, as further evidenced by its signature below, adopted the amendment on January 9, 2012, and the number of votes cast were sufficient for approval.
- (d) The undersigned officer of the Corporation has been duly authorized to submit the Articles to the Florida Department of State for filing in accordance with Florida Statutes § 617.1007.

January 9, 2012

WINDERMERE TRAILS HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation

By: 
Jonathan Grebow, President

~~AG-RW WINDERMERE PHASE I, LLC, a Delaware limited liability company, as the sole Member of the Association, hereby joins into this Certificate to Amended and Restated Articles of Incorporation to further evidence its agreement to the amendment.~~

January __, 2012

~~AG-RW Windermere Phase I, LLC,
a Delaware limited liability company~~

~~By: AG-RW Windermere Parent, LLC, a Delaware limited liability company, its sole member~~

~~By: AG Real Estate Manager, Inc., a Delaware corporation, its manager~~

~~By: _____
Name: _____
Title: _____~~

See next page for signature.

H12000013663 3

H12000013663 3

**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINDERMERE TRAILS HOMEOWNERS ASSOCIATION, INC.,
PURSUANT TO FLORIDA STATUTES § 617.1006 and § 617.1007**

In connection with the adoption and filing of the Amcnded and Restated Articles of Incorporation (the "Articles") of WINDERMERE TRAILS HOMEOWNERS ASSOCIATION, INC. (the "Corporation"), the undersigned hereby certifies as follows:

- (a) An amendment of the Articles requires the consent of the Members.
- (b) The sole Member of the Corporation is AG-RW WINDERMERE PHASE I, LLC, a Delaware limited liability company (the "Sole Member").
- (c) The Sole Member, as further evidenced by its signature below, adopted the amendment on January __, 2012, and the number of votes cast were sufficient for approval.
- (d) The undersigned officer of the Corporation has been duly authorized to submit the Articles to the Florida Department of State for filing in accordance with Florida Statutes § 617.1007.

January __, 2012

See previous page for signature

~~WINDERMERE TRAILS HOMEOWNERS
ASSOCIATION, INC., a Florida not-for-profit
corporation~~

By: _____
Jonathan Grebow, President

AG-RW WINDERMERE PHASE I, LLC, a Delaware limited liability company, as the sole Member of the Association, hereby joins into this Certificate to Amended and Restated Articles of Incorporation to further evidence its agreement to the amendment.

January 9, 2012

AG-RW Windermere Phase I, LLC,
a Delaware limited liability company

By: AG-RW Windermere Parent, LLC, a Delaware
limited liability company, its sole member

By: AG Real Estate Manager, Inc., a Delaware
corporation, its manager

By: _____
Name: LOUIS FRIEDEL
Title: VICE PRESIDENT

H12000013663 3

H12000013663 3

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

WINDERMERE TRAILS HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 25A Hanover Road, Suite 310, Florham Park, NJ 07932, has named C T Corporation System, located at 1200 South Pine Island Road, Plantation, FL 33324, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent: C T Corporation System

Joanne McCarthy
Joanne McCarthy
Name: **Assistant Secretary**

Dated: January 9, 2012

H12000013663 3