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**Clayton & McCulloh**  
ATTORNEYS AT LAW

Attorneys:

Kenneth M. Clayton  
Neal McCulloh

James E. Olsen  
David G. Shields

William A. Tompkins, Jr.  
Michael C. Caborn

Dorcia Miller Rivas  
Patricia A. Ladan  
Russell E. Klemm

July 11, 2000

Secretary of State  
Division of Corporations  
Amendment Division  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/14/00--01079--021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**RE: Certificate of Restated Articles of Incorporation Of Hampton Estates Homeowners Association, Inc. Formerly Known As The Palms At Hampton Lakes Community Association, Inc.**

Dear Sir/Madam:

Enclosed for filing is a duly executed Certificate of Restated Articles of Incorporation Of Hampton Estates Homeowners Association, Inc. Formerly Known As The Palms At Hampton Lakes Community Association, Inc., Restated Articles of Incorporation Of Hampton Estates Homeowners Association, Inc. and our firm's check payable to your order in the amount of \$35.00 to cover your cost of filing the same.

Once the documents have been filed, kindly return them to this office in the enclosed self-addressed envelope which is provided for your convenience. In the meantime, if you have any questions or comments, please call me.

Sincerely,

CLAYTON & MCCULLOH  
*Loretta A. McCray*  
Loretta A. McCray  
Assistant to Neal McCulloh  
/lm  
enclosures

*NC Restate  
7-25-00  
BHT*

FILED  
00 JUL 14 PM 4:56  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION  
OF  
HAMPTON ESTATES HOMEOWNERS ASSOCIATION, INC.,  
FORMER KNOWN AS  
THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC.**

**FILED**  
00 JUL 14 PM 4:56  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned on behalf of Hampton Estates Homeowners Association, Inc., formerly known as The Palms At Hampton Lakes Community Association, Inc., this day voluntarily adopts the following Restated Articles of Incorporation for the purpose of amending and restating in their entirety the Articles of Incorporation of Hampton Estates Homeowners Association, Inc., a Florida not for profit corporation.

**ARTICLE I**

NAME

The name of the corporation is Hampton Estates Homeowners Association, Inc. (hereinafter referred to as the "Association"). The corporation name was previously The Palms At Hampton Lakes Community Association, Inc.

**ARTICLE II**

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Association is located at, and the mailing address of the Association is 1416 Concord Street East, Orlando, Florida 32803.

### **ARTICLE III**

#### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 1416 Concord Street East, Orlando, Florida 32803, and the name of the initial registered agent of the Association at that address is The Melrose Corporation.

### **ARTICLE IV**

#### **PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof (hereinafter referred to individually as a "Member" and collectively as "Members"), and the specific purposes for which it is formed are to provide for the maintenance, preservation, and architectural control of the Properties (hereinafter "Properties") as that term is defined in the Master Declaration Of Covenants, Conditions And Restrictions For The Palms At Hampton Lakes, as amended (hereinafter referred to as the "Declaration") and brought within the jurisdiction of this Association pursuant to the Declaration, and to promote the health, safety and welfare of the residents within the real property described hereinabove and any additions thereto as may hereafter be brought within the jurisdiction of the Association. For these purposes, the Association shall have the powers set forth in the Declaration, these Articles and the Association's Bylaws which are deemed to include, but are not limited to:

(a) exercising all of the powers and privileges and performing all of the duties and obligations of the Association as set forth in the Declaration, these Articles and the Association's Bylaws, all as amended from time to time;

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(b) operating, maintaining and managing the Surface Water and Stormwater Management System in a manner consistent with the St. Johns River Water Management District permit for the Properties, its requirements and the applicable District rules, and shall assist in the enforcement of the provisions of the Declaration which relate to the Surface Water and Stormwater Management System;

(c) fixing, levying, collecting and enforcing payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to conducting the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) acquiring (by gift, purchase or otherwise), owning, holding, improving, building upon, operating, maintaining, conveying, selling, leasing, transferring, dedicating for public use or otherwise disposing of real or personal property in connection with the affairs of the Association;

(e) borrowing money, and mortgaging, pledging, deeding in trust or hypothecating any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the provisions of the Declaration;

(f) dedicating, selling or transferring all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless in accordance with the provisions of the Declaration;

(g) participating in mergers and consolidations with other not for profit corporations organized for the same purposes or annexing additional residential property and Common Area,

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provided that any such merger, consolidation or annexation shall be in accordance with the Declaration; and

(h) having and exercising any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or thereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject to assessment by the Association, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit which is subject to assessment by the Association. There shall be only one membership per Lot or Unit. If a Lot or Unit is owned by more than one person, all co-Owners shall share the privileges of such membership, subject to reasonable Board regulation and the restrictions on voting set forth in the Bylaws and Declaration.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have 2 classes of voting membership:

Class A. All Members of the Association shall be Class A Members, except the Class B Members, if any.

Class B. The Class B Member shall be the Declarant (as defined in the Declaration), and the Class B membership shall terminate as provided in the Declaration and Bylaws.

The voting rights of each class of voting membership shall be as provided in the Declaration and Bylaws of the Association.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors (hereinafter referred to as the "Board"), consisting of not less than three (3) nor more than seven (7) directors. The directors shall be elected as provided in the Bylaws. The number of directors shall be established by the Bylaws. The initial Board shall consist of three (3) directors. The names and addresses of the persons who are to serve as directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
Dan Kaiser	385 Douglas Avenue Suite 2000 Altamonte Springs, FL 32714
James Makransky	385 Douglas Avenue Suite 2000 Altamonte Springs, FL 32714
Kirstin Stapleton	385 Douglas Avenue Suite 2000 Altamonte Springs, FL 32714

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**ARTICLE VIII**

**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than both (a) 75% of the voting interest of the Class A Members, and (b) the consent of every Class B Member(s), if any. Except as otherwise set forth in the Declaration, upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association may be offered to be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets, to the extent permitted by the Declaration, shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization to be devoted to such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water and Storm Water Management System must be transferred to and accepted by an entity which would comply with Section 40-C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE IX**

**DURATION**

Existence of the Association shall commence with the filing of the Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall exist perpetually, unless dissolved in accordance with Article VIII of these Articles of Incorporation.

**ARTICLE X**

**INCORPORATOR**

The name and address of the incorporator is Centex Real Estate Corporation, 385 Douglas Avenue, Suite 1000, Altamonte Springs, Florida 32714.

**ARTICLE XI**

**AMENDMENTS**

**Amendment by Declarant.** Subject to limitations and restrictions imposed by §617.3075, *Fla. Stat.*, the Declarant reserves and shall have the sole right (a) to amend these Articles of Incorporation for the purpose of curing any ambiguity or any inconsistency among the provisions contained herein, (b) to include in any contract or deed hereafter made any additional Articles of Incorporation applicable to the land which is the subject of such contract or deed that do not lower the standards of the Articles of Incorporation herein contained, (c) to amend these Articles in whole or in part as to any additional land annexed to the Properties, and (d) to release any Lot from any part of these Articles of Incorporation that has been violated (including, without limiting the foregoing, violations of building restriction lines and provisions hereof relating thereto), if the Declarant, in its sole judgment, determines such violation to be a minor or insubstantial violation. In addition to the foregoing and subject to §617.3075, *Fla. Stat.*, the Articles of Incorporation may be amended by the Declarant for any reason so long as Declarant retains its Class B Membership. Declarant may enact the foregoing types of amendments unilaterally and without the consent of any other Member or any other person or entity.



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**Amendment by Members.** The Articles may be amended by a majority vote of the Members, voting in person or by proxy, at any annual or special meeting of the Members. Notwithstanding anything to the contrary, no amendment which affects the rights or powers of the Class B Member(s) shall be effective without the consent of the Class B Member(s). The notice for any meeting where amendments to the Articles are to be considered shall state that the purpose of the meeting includes a consideration of proposed amendments to the Articles. Further, the notice shall attach a copy of the proposed amendment showing any new provisions in underlined text and any removed provisions in strikeout text. Upon such vote, the president of the Association shall execute a written instrument making said changes and have the same duly recorded in the Public Records of Polk County, Florida, at which time said amendment shall be effective.

So long as there is a Class "B" membership and so long as HUD, FHA and/or VA is holding, insuring or guaranteeing any loan secured by property subject to the Declaration, the following actions shall require the prior approval of HUD, FHA and/or VA, respectively: annexation of additional property other than that described as the Undeveloped Parcel as that term is defined in the Declaration, any dedication or mortgage of the Properties, any merger or consolidation in which the Association is a participant, dissolution of the Association, or material amendment of these Articles.


ARTICLE XII

MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Master Declaration, which terms include without limitation: "Owner", "Board", "Unit", "Articles", "Member", "Mortgage", "Mortgagee", "Annual Assessment" and "Special Assessment".

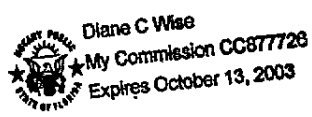
IN WITNESS WHEREOF, the Association, by its President, has executed these RESTATED ARTICLES OF INCORPORATION OF HAMPTON ESTATES HOMEOWNERS ASSOCIATION, INC., this 30<sup>th</sup> day of June, 2000.

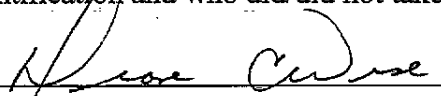
By: HAMPTON ESTATES HOMEOWNERS ASSOCIATION, INC.  
formerly known as The Palms At Hampton Lakes Community Association, Inc.

  
\_\_\_\_\_  
Dan Kaiser  
President

STATE OF FLORIDA  
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of June, 2000 by Dan Kaiser, President of Hampton Estates Homeowners Association, Inc., who executed the same on behalf of the corporation and who is personally known to me OR who produced \_\_\_\_\_ as identification and who did/did not take an oath.



  
\_\_\_\_\_  
Notary Public  
Printed Name Diane C. Wise  
Title \_\_\_\_\_  
Commission Expires: 10 / 13 / 2003

Prepared By and Return To

NEAL McCULLOH, Esquire  
Clayton & McCulloh  
1065 Maitland Center Commons Boulevard  
Maitland, Florida 32751  
(407) 875-2655

**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION OF  
HAMPTON ESTATES HOMEOWNERS ASSOCIATION, INC.  
FORMERLY KNOWN AS  
THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That on this 30<sup>th</sup> day of June, 2000, the undersigned CENTEX HOMES (hereinafter the "Declarant"), and Hampton Estates Homeowners Association, Inc. (hereinafter the "Association"), formerly and also known as The Palms At Hampton Lakes Community Association, Inc., pursuant to Florida Statute and the Articles of Incorporation of the Association (hereinafter the "Articles of Incorporation"), as amended, hereby certify that the Articles of Incorporation are and have been restated in their entirety (said restatement hereinafter referred to as the "Restated Articles of Incorporation") pursuant to Section 617.1007, Florida Statutes, which Restated Articles of Incorporation, having been duly adopted, are attached hereto and by reference made a part hereof. The change in the name of the Association from The Palms At Hampton Lakes Community Association, Inc., to Hampton Estates Homeowners Association, Inc., was and is part of the amendments included within the Restated Articles of Incorporation.

Specifically, the Restated Articles of Incorporation replace the Articles of Incorporation so that reference to said Articles of Incorporation shall no longer be necessary.

The Restated Articles of Incorporation, and all amendments included therein, do not contain an amendment to the Articles of Incorporation requiring member approval, and the Board of Directors have adopted the Restated Articles of Incorporation.

That on this 30<sup>th</sup> day of June, 2000, the Association, pursuant to Florida Statute and the Articles of Incorporation hereby certifies that the Restated Articles of Incorporation, and all amendments included therein, which Restated Articles of Incorporation are attached hereto and by reference made a part hereof, were duly adopted on the 30<sup>th</sup> day of June, 2000. Said Restated Articles of Incorporation and all amendments therein were made, approved and enacted by the Declarant pursuant to Article VIII, Section 8.1 of the Articles of Incorporation, as amended, which authorizes the Declarant unilaterally, and without the consent of any other member or any other person or entity, to amend said Articles of Incorporation for any reason prior to turnover of control of the Association to members other than the Declarant. The Declarant was the declarant pursuant to the Master Declaration of Covenants, Conditions and Restrictions, which was recorded in O. R. Book 3933, Page 160, as amended, in the Public Records of Polk County, Florida.

As the Declarant made, approved and enacted the Restated Articles of Incorporation pursuant to the Declaration, the Board of Directors, as recited above, adopted the Restated Articles of Incorporation.

IN WITNESS WHEREOF, CENTEX HOMES and the President of the Association have executed this CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION OF HAMPTON ESTATES HOMEOWNERS ASSOCIATION, INC. FORMERLY KNOWN AS THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC. in their names, this 30<sup>th</sup> day of June, 2000.

[Signature]

(Sign)

Kimberly B. Robertson

(Print)

CENTEX HOMES  
a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION  
a Nevada Corporation  
Managing General Partner

[Signature]

(Sign)

David A. Karber

(Print)

By: [Signature]

Patrick J. Knight  
Division President

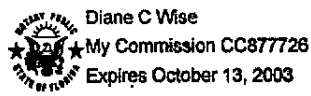
STATE OF FLORIDA

COUNTY OF Seminole

The foregoing CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION OF HAMPTON ESTATES HOMEOWNERS ASSOCIATION, INC. FORMERLY KNOWN AS THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC. was acknowledged before me this 30<sup>th</sup> day of June, 2000, by Patrick J. Knight, Division President of CENTEX REAL ESTATE CORPORATION, a Nevada corporation, the Managing General Partner of CENTEX HOMES, a Nevada general partnership, Declarant, on behalf of Declarant.

NOTARY PUBLIC

(SEAL)



[Signature]

State of Florida, At Large  
My Commission Expires:

Personally Known

OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

By: HAMPTON ESTATES HOMEOWNERS ASSOCIATION, INC.  
formerly known as The Palms At Hampton Lakes Community Association, Inc.

(Sign) [Signature]

(Print) Pat Kaiser

(Sign) [Signature]

(Print) Kimberly B. Robertson

By: [Signature]  
Dan Kaiser  
President

STATE OF FLORIDA

COUNTY OF Seminole

The foregoing CERTIFICATES OF RESTATED ARTICLES OF INCORPORATION OF HAMPTON ESTATES HOMEOWNERS ASSOCIATION, INC. FORMERLY KNOWN AS THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC., was acknowledged before me this 30<sup>th</sup> day of June, 2000, by Dan Kaiser, President of Hampton Estates Homeowners Association, Inc., on behalf of the Association.

(SEAL)



Diane C Wise  
My Commission CC877726  
Expires October 13, 2003

NOTARY PUBLIC

[Signature]  
State of Florida, At Large  
My Commission Expires:

Personally Known

OR Produced Identification

Type of Identification Produced \_\_\_\_\_