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**2006 AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HAMPTON LAKES OF DAVENPORT HOMEOWNERS ASSOCIATION, INC.,
FORMERLY KNOWN AS
HAMPTON ESTATES HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned on behalf of Hampton Lakes of Davenport Homeowners Association, Inc., formerly known as Hampton Estates Homeowners Association, Inc. (the "Association"), this day voluntarily adopts the following Amended and Restated Articles of Incorporation for the purpose of amending and restating in their entirety the *Articles of Incorporation the Association, effective January 1, 2006.*

**ARTICLE I
NAME**

The name of the Association **HAMPTON LAKES OF DAVENPORT HOMEOWNERS 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 398 Palm Springs Drive, Suite 235, Altamonte Springs, Florida 32701. The location of the principal office and the mailing address shall be subject to change as may be provided in by-laws duly adopted by the Association.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 398 Palm Springs Drive, Suite 235, Altamonte Springs, Florida 32701, and the name of the initial registered agent of the Association at that address is James W. Boyle.

**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 real property described on the Development Plan, as that term is defined in the 2006 Amended and Restated Declaration Of Covenants, Conditions And Restrictions For Hampton Lakes of Davenport Homeowners Association, Inc., as amended (hereinafter referred to as the "Declaration"), and any personal property situated thereon (collectively hereinafter "Properties") 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 By-laws 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;

(b) operating, maintaining and managing the Surface Water and Storm Water 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, 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 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 which is subject to assessment by the Association. There shall be only one membership per Lot. If a Lot 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 By-laws and Declaration.

ARTICLE VI VOTING RIGHTS

The Association shall have one class of membership. The voting rights of each Member shall be as provided in the Declaration and By-laws 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 nine (9) directors. The directors shall be elected as provided in the By-laws. The number of directors shall be established by the Bylaws. The names and addresses of the persons who are to serve as directors until the election of their successors are as follows:

Lawrence M. Sheeler
2301 Lucien Way, Suite 400
Maitland, FL 32751

Thomas A. St. Peter
2301 Lucien Way, Suite 400
Maitland, FL 32751

Debbie Riggs
2301 Lucien Way, Suite 400
Maitland, FL 32751

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than 75% of the voting interest of the Members. 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, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE IX DURATION

Existence of the Association commenced on November 17, 1977. The Association shall exist perpetually, unless dissolved in accordance with Article VIII of these Articles of Incorporation.

ARTICLE X AMENDMENTS

1. Amendment by Declarant. Subject to limitations and restrictions imposed by Section 617.3075, Florida Statutes, and prior to Turnover (as defined in the Declaration), 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. Declarant may enact the foregoing types of amendments unilaterally and without the consent of any other Member or any other person or entity.

2. Amendment by Members. The Articles may be amended by a majority vote of the Members present, voting in person or by proxy, at any annual or special meeting of the Members. 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 filed with the Florida Department of State, at which time said amendment shall be effective, and duly recorded in the Public Records of Polk County, Florida.

ARTICLE XII MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration, which terms include without limitation: "Owner", "Board", "Lot", and "Member".

IN WITNESS WHEREOF, the Association, by its President, has executed these AMENDED AND RESTATED ARTICLES OF INCORPORATION this 29th day of December, 2005, certifying that said amendment was approved and adopted by the members on December 15, 2005, and the number of votes cast for the amendment was sufficient for approval.

HAMPTON LAKES OF DAVENPORT HOMEOWNERS ASSOCIATION, INC.

By: [Signature]
Lawrence M. Sheeler, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29 day of December, 2005, by Lawrence M. Sheeler, as President of Hampton Lakes of Davenport Homeowners Association, Inc., who executed the same on behalf of the corporation and who is personally known to me OR who produced _____ as identification who did not take an oath.

[Signature]
Notary Public
Print Name: _____
Commission Expires: _____

