

N 42290

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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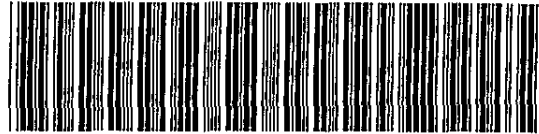
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 22, 2003

LARSEN & ASSOCIATES, P.A.
% LORI J. HORCHLER
55 EAST PINE STREET
ORLANDO, FL 32801

SUBJECT: SOMERSET SHORES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N42290

We have received your document for SOMERSET SHORES HOMEOWNERS ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 703A00052229



Richard E. Larsen
Frank A. Ruggieri
Thomas R. Slaten, Jr.

LARSEN & ASSOCIATES, P.A.
Attorneys and Counselors at Law

55 East Pine Street
Orlando, Florida 32801
Telephone: 407.841.6555
Facsimile: 407.841.6686

¹Admitted in Florida and Illinois

February 5, 2004

Anna Chesnut
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

**Re: Amended and Restated Articles of Incorporation of
Somerset Shores Homeowners Association, Inc.
Letter Number: 703A00052229**

Dear Ms. Chesnut:

I am enclosing herewith an original signed Acceptance for the Registered Agent, (and one copy) for the above-referenced corporation for filing, as requested in your previous correspondence to me. I have enclosed a copy of that correspondence in which you requested this in order to complete the filing of the Association's Amended and Restated Articles of Incorporation.

Upon filing, please return the copy of the filed Amended and Restated Articles of Incorporation to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,

Lori J. Horonler
Firm Administrator

LJH/jbf
Enclosures



Richard E. Larsen
Frank A. Ruggieri
Thomas R. Slaten, Jr.

LARSEN & ASSOCIATES, P.A.
Attorneys and Counselors at Law

55 East Pine Street
Orlando, Florida 32801
Telephone: 407.841.6555
Facsimile: 407.841.6686

*Admitted in Florida and Illinois

February 11, 2004

Anna Chesnut
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

**Re: Amended and Restated Articles of Incorporation of
Somerset Shores Homeowners Association, Inc.
Letter Number: 703A00052229**

Dear Ms. Chesnut:

Pursuant to our telephone conversation yesterday, I recently sent you the original Acceptance for the Registered Agent (and one copy) for the above-referenced corporation for filing, as requested in your previous correspondence to me. Upon review of the file after our conversation, I realized that I still had the rest of the original Amended and Restated Articles of Incorporation that the Acceptance should have been attached to. I apologize for any inconvenience this may have caused.

Upon filing, please return the copy of the filed Amended and Restated Articles of Incorporation to the undersigned. Thank you for your assistance with this matter.

Sincerely,

Lori J. Horchler
Firm Administrator

LJH/jbf
Enclosure

Richard E. Larsen
Frank A. Ruggieri
Thomas R. Staten, Jr.

*Admitted in Florida and Illinois



55 East Pine Street
Orlando, Florida 32801
Telephone: 407.841.6555
Facsimile: 407.841.6686

September 12, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

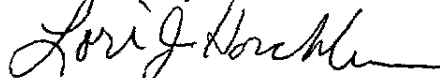
Re: **Amended and Restated Articles of Incorporation of
Somerset Shores Homeowners Association, Inc.**

Dear Sir or Madam:

I am enclosing herewith an original of Amended and Restated Articles of Incorporation of Somerset Shores Homeowners Association, Inc. (and one copy) for the above-referenced corporation for filing. In addition, a check in the amount of \$35.00 is enclosed representing the amendment fee.

Upon filing, please return the copy of the Amended and Restated Articles of Incorporation to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,



Lori J. Horchler
Firm Administrator

LJH/jbf
Enclosures

FILED
04 FEB 13 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOMERSET SHORES HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Amended and Restated Articles of Incorporation are adopted by SOMERSET SHORES HOMEOWNERS ASSOCIATION, INC., a Florida Not For Profit Corporation, for the purposes set forth below. These Amended and Restated Articles are a complete restatement and supercede any prior Articles of the Association and amendments thereto.

ARTICLE I

NAME

The name of the corporation shall be SOMERSET SHORES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

PRINCIPLE OFFICE OF THE ASSOCIATION

The principle office of the Association is located at be 668 Orlando Avenue, Suite 105, Maitland, Florida 32751.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association shall be 668 Orlando Avenue, Suite 105, Maitland, Florida 32751, and the name of the Registered Agent for the Association at that address is Morbitzer Communities, Inc.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Dwelling Units, Lots and

Limited Common Area including the Recreational Facilities (such capitalized terms being defined in the Declaration identified in Paragraph [a] below) within that certain tract of property described on Exhibit "A" attached hereto, which is in the process of being subdivided into a subdivision to be known as Somerset Shores, and containing 46 residential lots, plus common areas, (hereinafter referred to as the "Property"); and to promote the health, safety and welfare of the residents within the Property and for the foregoing purposes the Association shall have the right, power and duty to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association set forth in that certain Declaration of Covenants and Restrictions (herein called the "Declaration"), applicable to the Property and recorded or to be recorded in the Public Records of Orange County, Florida, as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set for the herein in its entirety;

(b) Maintain, repair, restore, make additions to and replace the Limited Common Area and the improvements therein and thereon, including, without limitation, the Recreational Facilities and hire such personnel, acquire such equipment and contract for such services (including lawn and other maintenance services) and enter into such other contracts as the Association at anytime determines to be necessary or desirable to carry out its duties;

(c) Maintain, including replacement when necessary, the exterior paint of Dwelling Units and hire such personnel, acquire such equipment and contract for such services and enter into such other contracts as the Association at anytime determines to be necessary or desirable to carry out its duties, including payment for same in a timely manner. In the event a lien is filed against an individual Lot or Dwelling Unit, which resulted from work contracted for by the Association, the Board shall be required to have any such lien removed within sixty (60) days of notice of the existence of the lien;

(d) Maintain, including replacement when necessary, the landscaping, including lawns, trees, shrubbery, and sprinkler system on each Lot within the subdivision and hire such personnel, acquire such equipment and contract for such services and enter into such other contracts as the Association at anytime determines to be necessary or desirable to carry out its duties, including payment for same in a timely manner. In the event a lien is filed against an individual Lot or Dwelling Unit, which resulted from work contracted for by the Association, the Board shall be required to have any such lien removed within sixty (60) days of notice of the existence of the lien;

(e) Obtain and maintain fire and extended coverage and public liability insurance covering the Association and its property, including the Limited Common Area, and such other insurance coverage as the Association deems

appropriate, all of such policies to be in such amounts as the Association may from time to time determine.

(f) Administer the affairs of the Association and in connection therewith hire personnel, contract for services (including management and accounting services) purchase supplies and equipment, retain attorneys and accountants, and enter into such other contracts and incur and pay other such costs and expenses as the Association deems necessary or desirable to manage and administer the business and affairs of the Association.

(g) Fix, levy, collect and enforce payment by any lawful means all charges or assessments made pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against any property of the Association;

(h) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(i) Borrow money, with the assent of two-thirds (2/3) of the members voting at a meeting at which a quorum is established, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(j) Dedicate, sell or transfer all or any part of the Limited Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Association. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members of the Association agreeing to such dedication, sale or transfer;

(k) Have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee simple or undivided fee simple interest in any Lot or Dwelling Unit which, pursuant to the Declaration, 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 Dwelling Unit which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

Each Member shall be entitled to one (1) vote for each Lot or Dwelling Unit owned by such member and in no event shall more than one (1) vote be cast with respect to any such Lot or Dwelling Unit. If the two (2) or more members own record title to any Lot or Dwelling Unit, the vote of such Members may be exercised only by a majority in interest of such Members.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors composed of five (5) Directors who shall be members of the Association. The Directors shall serve until their successors are elected in accordance with the Bylaws of the Association.

ARTICLE VIII

OFFICERS

The Corporation shall have a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws.

Officers shall be elected annually by the Directors at their annual meeting and shall hold office for a one (1) year period from the date of their election.

ARTICLE IX

DISSOLUTION

The Association may be dissolved by written instrument signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or agencies 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 shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

DURATION

The Association shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the vote of not less than two-thirds (2/3) of the Board of Directors, subject to limitations set forth in the Bylaws.

Wherefore, these Amended and Restated Articles of Incorporation were duly adopted by 2/3 of the Association's membership executing a written consent on this 10th day of September, 2003.

**SOMERSET SHORES HOMEOWNERS
ASSOCIATION, INC.**

By: [Signature]

President

Print Name: DENNIS L. STEINMETZ

Attest: [Signature]

Secretary

Print Name: LINDA K. DIRKSEN

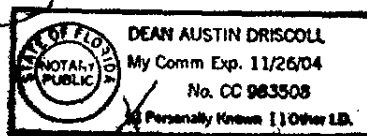
STATE OF FLORIDA

COUNTY OF Orange

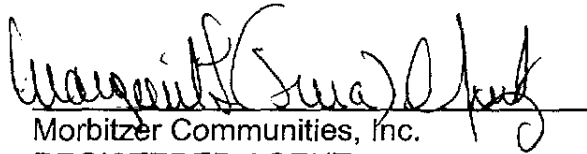
THE FOREGOING instrument was acknowledged before me this 30th day of July, 2003, by Dennis L. Steinmetz President of the Association, who is personally known to me or produced identification _____ as identification, and Linda K. Dirksen Secretary of the Association, who is personally known to me or produced identification _____ as identification.

Dean Austin Driscoll

Notary Public
Stamp or Seal:



Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

A handwritten signature in black ink, appearing to read "Margaret L. Givara", written over a horizontal line.

Morbitzer Communities, Inc.

REGISTERED AGENT

Name: MARGARET L GIVARA MORBITZER

Title: AGENT