N05000005598

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

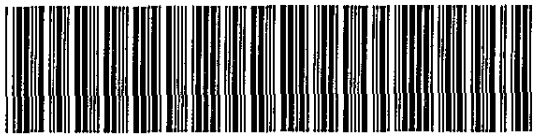
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200057100152

07/12/05--01030--006 **35.00

FILED
05 JUL 12 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jr Ame

Richard E. Larsen*
Frank A. Ruggieri
Thomas R. Slaten, Jr.
*Admitted in Florida and Illinois

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

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

July 8, 2005

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

Re: **Amended and Restated Articles of Incorporation for Hawthorne Suites Orlando Condominium Association, Inc.**

Dear Sir or Madam:

I am enclosing herewith an original Amended and Restated Articles of Incorporation (and one copy) for the above-referenced corporation for filing. In addition, a check in the amount of $35.00 is enclosed for the filing fee. Please note that the only change was in the name. The correct name of the Association is Hawthorn Suites Orlando Condominium Association, Inc.

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,

Beth Holland
Legal Assistant

/beh
Enclosures

FILED
05 JUL 12 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

HAWTHORNE SUITES ORLANDO CONDOMINIUM ASSOCIATION, INC.

WHEREAS, Suites Management, Inc., is the sole Member of Hawthorne Suites Orlando Condominium Association, Inc.; and

WHEREAS, Suites Management, Inc. desires to amend and restate the Articles of Incorporation of Hawthorne Suites Orlando Condominium Association, Inc. to change the name of said Corporation; and

WHEREAS, these Amended and Restated Articles of Incorporation shall fully supercede any and all previously filed Articles of Incorporation for this Corporation.

The undersigned Declarant pursuant to Section 617.1007, Florida Statutes, adopts the following Amended and Restated Articles of Incorporation for said Corporation.

ARTICLE I

NAME: The name of the Corporation is **Hawthorn Suites Orlando Condominium Association, Inc.**, hereafter referred to as the "Association." The principal address of the Association shall be 7601 Canada Avenue, Orlando, Florida 32819.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Hawthorn Suites, located in Orange County, Florida. The Association is organized and shall exist upon a non-stock basis as a Corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a Corporation not for profit except as limited or modified by these Articles of Incorporation, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

(A) To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of Assessments in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the Condominium property.

(C) To purchase insurance upon the Condominium property and Association property for the protection of the Association and its Members.

(D) To reconstruct improvements after casualty and to make further improvements of the property.

(E) To make, amend and enforce reasonable Rules and Regulations governing the use of the Common Elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership, leasing and occupancy of Units, as provided by the Declaration of Condominium.

(G) To enforce the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles of Incorporation, and the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the Condominium and the Condominium property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the Membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, Memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the Unit Owners.

(K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

(A) The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the Members shall consist of those who are Members at the time of such termination.

(B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit.

(C) The Owners of each Unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors do not need to be Members of the Association.

(B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors at its first meeting after the Annual Meeting of the

Members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles of Incorporation may be proposed by a majority of the Board or by petition of the Owners of one-fourth (1/4) of the Units by instrument, in writing, signed by them.

(B) Procedure. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board or Unit Owners, such proposed Amendment or Amendments shall be submitted to a vote of the Members not later than the next Annual Meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any Annual or Special Meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed Amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed Amendment.

(D) Effective Date. An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Orange County, Florida.

ARTICLE VIII

REGISTERED AGENT:

The registered office of the Association shall be at:

7031 Grand National Drive, Suite 110
Orlando, FL 32819

The registered agent at said address shall be:

Sky Resort Management LLC

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association

against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or Officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or Officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

WHEREFORE, these Amended and Restated Articles of Incorporation were duly adopted by the Membership of Hawthorn Suites Orlando Condominium Association, Inc., by the method prescribed in the Association's governing documents on the 30th day of June, 2005.

Declarant
SUITES MANAGEMENT, INC.

BY: Vinod Kalidas, President

By: _____
Vinod Kalidas, President

Dated: 6/30/05.

STATE OF FLORIDA
COUNTY OF Orange

THE FOREGOING instrument was acknowledged before me this 30 day of June, 2005, by **Vinod Kalidas**, who is personally known to me or produced identification (type of identification produced) _____, and who did/did not take an oath.

OFFICIAL NOTARY SEAL
PATRICIA ANN WINDSOR
COMMISSION NUMBER
DD082504
MY COMMISSION EXPIRES
JAN. 7,2008

Patricia Ann Windsor
Printed Name:
Notary Public - State of Florida
My Commission Expires:
Commission No.:

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.

REGISTERED AGENT

Sky Resort Management LLC

Signature: _____
Print Name: John Gordon