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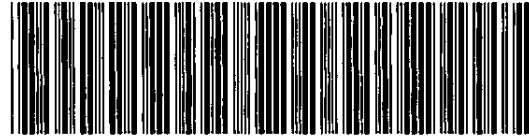
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1 AUG 13 2012  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 AUG 13 PM 2:45

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Amended / CC  
Restated  
@ 10  
8.14.12

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**



**ORIGINAL**

**OF**

**FAIRWAY LAKES VILLAGE HOMEOWNERS, INC.**

**ARTICLE I**

**Name**

The name of the corporation shall be FAIRWAY LAKES VILLAGE HOMEOWNERS, INC., hereafter called the "Association".

**ARTICLE II**

**Registered Agent**

Bakalar & Associates, P.A., whose address is 150 South Pine Island Road, Suite 5405 Plantation, FL 33324, is hereby appointed the registered agent of this corporation.

RECORDED  
SECTION OF CONFIDENTIALITY  
12 AUG 13 PM 2:46

**ARTICLE III**

**Purpose and Powers of the Association**

This Association is formed to provide for the operation, maintenance, replacement, preservation, and control of the Common Areas and facilities within that property described in the Declaration of Covenants, Conditions, Restrictions and Easements for FAIRWAY LAKES VILLAGE ("the Declaration") and to promote the health, safety and welfare of the residents within the above described property. The Association shall have all the powers and duties conferred upon a not for profit corporation under Chapter 617, Florida Statutes, as amended from time to time, and all of the powers and duties conferred upon a "homeowner association" under Chapter 720, Florida Statutes, as amended from time to time, including but not limited to the following:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Fairway Lakes Village, hereinafter called the "Declaration", applicable to the property, dated 8/1/2012 and recorded in the Public Records of Miami-Dade

County, Florida, and as the same may be amended from time to time as therein provided, said Declaration, and all defined terms therein, being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment of, 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 the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of all members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the property 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 an instrument has been signed by two-thirds (2/3) of the voting interest, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of all of the voting members;

(g) contract from time to time with one or more persons, firms or corporations for the purpose of providing professional management of the Association and delegate to the party with whom such contract has been entered the powers and duties of the Association except those that

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require specific approval of the Board of Directors or members.

(h) from time to time adopt, alter, amend and rescind reasonable rules and regulations governing the use of the lots and the Common Area and Limited Common Area, as defined in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation.

(i) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Homeowner Association Act and Non-Profit Corporation Law of the State of Florida by law may have or hereafter have. Notwithstanding anything to the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such section.

#### **ARTICLE IV**

##### **Membership**

Every Owner of a Lot (as those terms are defined in the Declaration) subject to the Declaration shall be a mandatory Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any 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 all such co-Owners shall be jointly and severally obligated to perform the responsibilities of Owners.

#### **ARTICLE V**

##### **Voting Rights**

Section 1. Membership. The membership rights of an Owner which is not a natural person may be exercised by an officer, director, partner or trustee, or by the individual designated from time to time by the Owner in a written instrument provided to the Secretary of the Association. When more than one person holds an interest in any Lot, all such persons shall be Members; however, but in no event shall more than one vote be cast with respect to any Lot and the vote for such Lot shall be exercised as they determine among themselves and advise the

Secretary of the Association in writing prior to the vote being taken. Absent such advice, the Lot's vote shall be suspended if more than one Person seeks to exercise it.

Section 2. Meeting of Members. The By-laws of the Association shall provide for an annual meeting of members and may make provisions for regular and special meetings of members other than the annual meeting.

## **ARTICLE VI**

### **Corporate Existence**

The Association shall have perpetual existence.

## **ARTICLE VII**

### **Board of Directors**

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors (as such term is defined in the Declaration), which shall consist of seven (7) Directors who are members or spouses of members. A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-laws shall provide for meetings of Directors, including an annual meeting.

Section 2. Election of Members of Board of Directors. Directors shall be elected as provided by the By-laws of the Association, and the By-laws may provide for the method of voting in the election and for removal from office of Directors. Directors shall be members of the Association.

Section 3. Duration of Office. Persons elected to the Board of Directors shall hold office for a three (3) year term until their successors are elected and qualified. Directors shall be eligible to serve successive terms in office without limitation.

Section 4. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors may elect a successor to fill the vacancy for the balance of the unexpired term. If multiple directors cease to be a director, the remaining

directors, though less than a quorum of the Board of Directors, may elect successors to fill the vacancies for the balance of the unexpired terms.

## ARTICLE VIII

### Officers

Section 1. Officers. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect. The President and Vice-President shall be members of the Board of Directors. The office of Treasurer shall not be combined with any other office of this Association, except that the Treasurer, or any other officer, may be a Director of the Association.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, any Vice-President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year and until his/her successor shall be elected and qualify, unless he/she dies, resigns, or is removed, or otherwise disqualified to serve.

Section 4. Current Officers. The names and addresses of the current Officers of this Association are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Maglione, Cecilia	President	991 NW 106 Avenue Cir. Miami, FL 33172
Dolan, Silvia	Vice President	923 NW 106 Avenue Cir. Miami, FL 33172

Blasco, Hector	Secretary	945 NW 106 Avenue Cir. Miami, FL 33172
Poltorak, Esteban	Treasurer	1015 NW 106 Avenue Cir Miami, FL 33172

Section 5. Removal. The removal of Directors shall be governed by the By-Laws.

## ARTICLE IX

### By-laws

The Board of Directors shall adopt By-laws consistent with these Articles of Incorporation. Such By-laws may be altered, amended or repealed by the Board or membership in the manner set forth in the By-laws.

## ARTICLE X

### Amendments

Section 1. Method. Amendments to these Articles of Incorporation shall be submitted to a meeting of the membership of the Association for adoption or rejection. Amendments to these Articles shall require seventy-five (75%) percent of the affirmative vote of all the members at a meeting convened for such purpose.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the By-laws, these Articles shall control, and in case of any conflict between these Articles of Incorporation and the said Declaration, the Declaration shall control.

## ARTICLE XI

### Dissolution

The Association may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than two-thirds (2/3) of the entire voting interest of the Association. 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 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

## **ARTICLE XII**

### **Indemnification**

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in the settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or that he/she acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him/her in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law,



agreement, vote of members or otherwise, both as to action in his/her official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or another enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of the Article.

Section 5. The provisions of this Article XII shall not be amended.

ADOPTION OF THE FOREGOING AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF FAIRWAY LAKES VILLAGE HOMEOWNERS, INC.

The amendment(s) approving the adoption of the foregoing Amended and Restated Articles of Incorporation were adopted by the Members and the number of votes cast for the amendment(s) were sufficient for approval.

DATED: 08 - 01 .2012

FAIRWAY LAKES VILLAGE HOMEOWNERS, INC.

By: (Signature) Cecilia Maglione  
Print Name: Cecilia Maglione  
As Its: President

REGISTERED AGENT

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Dated: August 9, 2012

Registered Agent: Bakalar & Associates, P.A.  
150 South Pine Island Road, Suite 540  
Plantation, FL 33324

By: (Signature) Susan P. Bakalar  
Print Name: Susan P. Bakalar  
As its: President