

746494

(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



200207288692

200207288692  
05/06/11 01018-029 \*\*43.75

FILED  
2011 MAY -6 PM 12: 91  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended + Restated

TBrown 5-16-11

**TAYLOR & CARLS, P.A.**  
ATTORNEYS AND COUNSELORS AT LAW

HARRY W. CARLS  
ROBERT L. TAYLOR\*  
PATRICK C. HOWELL  
ELIZABETH A. LANHAM-PATRIE  
ROBYN SEVERS BRAUN

JENNIFER M. SINCLAIR  
PAUL T. HINCKLEY  
SARA K. WILSON  
CHRISTOPHER P. ERI  
EMILY J. HANSEN  
ALAN P. GUSTAFSON, JR.

\*Board Certified Real Estate Attorney



150 N. WESTMONTE DRIVE  
ALTAMONTE SPRINGS, FL 32714  
TELEPHONE: (407) 660-1040  
TOLL FREE: (800) 395-6235  
FAX: (407) 660-9422

19321-C US HIGHWAY 19 NORTH, STE. 411  
CLEARWATER, FLORIDA 33764  
TELEPHONE: (727) 530-5200  
FAX: (727) 538-2100

7 FLORIDA PARK DRIVE NORTH, STE. A  
PALM COAST, FLORIDA 32137  
TELEPHONE: (386) 446-5970  
FAX: (386) 446-5938

May 3, 2011

PLEASE RESPOND TO ALTAMONTE SPRINGS

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: **Articles of Amendment to Articles of Incorporation for Waterbridge  
Community Association, Inc. a Non Profit Corporation**

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Amendment as indicated above ("Articles"), along with Waterbridge Community Association, Inc.'s check # 2147, made payable to Florida Department of State in the amount of \$43.75, representing payment for filing the above referenced Articles with the Secretary of State and for a certified copy of same. I have enclosed a self-addressed stamped envelope for your convenience in returning the certified copy to this office.

Thank you for your attention to this matter. Please contact me if you have any questions.

Sincerely,

A handwritten signature in black ink that reads "Elizabeth A. Lanham-Patrie". The signature is written in a cursive style with a large, looped 'E' at the beginning.

Elizabeth A. Lanham-Patrie

ELP/mnr  
Enclosures as indicated.  
cc: Waterbridge Community Association, Inc.

Wat001 itr1

**FILED**  
2011 MAY -6 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended and Restated*

**ARTICLES OF INCORPORATION  
FOR  
WATERBRIDGE COMMUNITY ASSOCIATION, INC.  
A NON PROFIT CORPORATION**

The undersigned, being the President of Waterbridge Community Association, Inc. ("Association") hereby executes these Articles of Amendment which shall be filed in the Office of the Florida Department of State.

**ARTICLE I  
Amendments**

A copy of the text of the amendment adopted is attached hereto as Exhibit "A".

**ARTICLE II  
Approval**

Pursuant to Article XIII of the Articles of Incorporation, the Articles of Incorporation shall be amended by a majority vote of the Board of Directors. There are no members entitled to vote on the amendment.

**ARTICLE III  
Effective Date**

The attached amendment shall be effective upon the recording of these Articles of Amendment in the Public Records of Orange County, Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on 3rd day of May, 2011.

**WATERBRIDGE COMMUNITY  
ASSOCIATION, INC.**

By: *[Signature]*

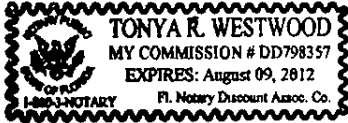
Print Name: Carlos Gimenez  
Its President

Address: 1989 Jessica Ct.  
Winter Park, FL 32789

STATE OF FLORIDA  
COUNTY OF Seminole

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of May, 2011, by Carlos Gimenez, as President of **WATERBRIDGE COMMUNITY ASSOCIATION, INC.**, a Florida not for profit corporation, on behalf of the Corporation. He/She  is personally known to me or  has produced Drivers license as identification.

WITNESS my hand and official seal in the County and State last aforesaid on this 3rd  
day of May, 2011.



Tonya R Westwood  
Notary Public-State of Florida  
Print Name: Tonya Westwood  
Commission No.: DD798357  
My Commission Expires: 08/09/12

COMPOSITE EXHIBIT "A"  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WATERBRIDGE COMMUNITY ASSOCIATION, INC.  
A NON PROFIT CORPORATION

**This proposed amendment is a substantial rewording of the Articles of Incorporation of Waterbridge Community Association, Inc. Please see the Articles of Incorporation recorded on March 30, 1979 as Composite Exhibit "A" to the Declaration of Covenants and Restrictions at Official Records Book 2994, Page 1958 of the Public Records of Orange County, Florida for present text.**

WHEREAS, the original Articles of Incorporation of Waterbridge Community Association, Inc. was originally recorded at Official Records Book 2994, Page 1958 of the Public Records of Orange County, Florida ("Original Articles") as part of Composite Exhibit "A" to the Declaration of Covenants and Restrictions recorded on March 30, 1979 and recorded at Official Records Book 2994, Page 1929, as amended at Official Records Book 3003, Page 319, Official Records Book 3130, Page 1068, Official Records Book 3419, Page 2315, Official Records Book 4190, Page 4106, Official Records Book 4661, Page 4155, Official Records Book 6242, Page 4899 and the Notice of Preservation of Declaration of Covenants and Restrictions was recorded at Official Records Book 9821, Page 4673 all of the Public Records of Orange County, Florida; and

WHEREAS, a majority of the Board of Directors have determined that it is in the best interest of the Owners and the Association to restate and amend said Original Articles for the purpose of eliminating possible ambiguity in the terms of the Original Articles and to make the Articles consistent with Florida law and the Amended and Restated Declaration of Covenants and Restrictions ("Amended and Restated Declaration"), which will be recorded with these Amended and Restated Articles.

NOW THEREFORE, pursuant to the authority in Article XIII of the Original Articles, the Association, by the affirmative vote of not less than a majority of the Board of Directors hereby restate and amend in its entirety the Original Articles.

These Amended and Restated Articles of Incorporation of Waterbridge Community Association, Inc., specifically and completely supersedes and replaces the Original Articles.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is WATERBRIDGE COMMUNITY ASSOCIATION, INC., a nonprofit corporation. The principal address of the Corporation is

Waterbridge Community Association, Inc  
P.O. Box 1586  
Winter Park, Florida 32790

## ARTICLE II

### PURPOSES AND POWERS

The words used in these Amended and Restated Articles shall be given their normal, commonly understood definitions. Capitalized terms shall have the same meaning as set forth in the Amended and Restated Declaration, as the same may be amended from time to time, unless the context indicates otherwise.

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the residents living within the boundaries of the real property ("The Property") described as Waterbridge according to the Plat thereof as recorded in Plat Book 8, Pages 27 and 28, Public Records of Orange County, Florida and for this purpose to:

- A. Own, acquire, build, operate and maintain the Recreational Property and Common Property, including buildings, structures, personal properties incident thereto (hereinafter referred to "the common properties and facilities") described in the Amended and Restated Declaration;
- B. Fix assessments (or charges) to be levied against The Property;
- C. Enforce the Amended and Restated Declaration and agreements applicable to The Property;
- D. Pay taxes, if any, on the common properties and facilities;
- E. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Property; and
- F. Perform all acts and exercise all powers that are granted to corporations not for profit under the laws of the State of Florida.

## ARTICLE III

### MEMBERSHIP

Every person or entity who is a record owner of a fee simple or undivided fee simple in any Lot located on The Property, and all of which is subject to the Amended and Restated Declaration and to assessments by the Corporation, shall be a Member of the Corporation; provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

## ARTICLE IV

### VOTING RIGHTS

The Corporation shall have one class of voting membership: a Member is every person or entity who is a record owner of a fee simple or undivided fee simple in any Lot, which is subject by the Amended and Restated Declaration to assessments by the Corporation. Members shall be entitled to one vote for each Lot; but in no event shall more than one vote be cast with respect to any such Lot.

Every Owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot, and such membership shall be terminated without the necessity of any formal action upon the recording of a valid instrument terminating or transferring the vested, present interest of the Owner.

#### ARTICLE V

##### BOARD OF DIRECTORS: SELECTION; TERMS OF OFFICE

The affairs of the corporation shall be managed by a Board of Directors which shall number not less than three (3) or more than nine (9) as provided in the Amended and Restated By-Laws. The members at each annual meeting shall elect the Directors as provided in the Amended and Restated By-Laws.

All of the duties and powers of the Association existing under the Amended and Restated Declaration, these Amended and Restated Articles, the Amended and Restated By-Laws and Florida law shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by the Members when such approval is specifically required.

#### ARTICLE VI

##### MERGERS AND CONSOLIDATION

Subject to the provisions of the recorded Amended and Restated Declaration, and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of a majority of the votes of all of the members who are voting at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

#### ARTICLE VII

##### MORTGAGES: OTHER INDEBTEDNESS

The Corporation shall have power to mortgage its properties.

#### ARTICLE VIII

##### QUORUM FOR ANY ACTIONS GOVERNED BY ARTICLES VI OF THESE ARTICLES

The quorum required for any action governed by Articles VI of this Amended and Restated Articles shall be as follows:

At the first meeting duly called as provided therein, the presence of members entitled to cast seventy percent (70%) of all of the votes of the entire membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in said Articles, one-half of the required quorum at the preceding meeting i.e. 35%, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE IX

DEDICATION OF PROPERTIES OR TRANSFER  
OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Corporation shall have power to dispose of its real properties only as authorized under the recorded Amended and Restated Declaration.

ARTICLE X

DURATION

The Corporation shall exist perpetually.

ARTICLE XI

DISSOLUTION

The Corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast a majority vote of the entire membership. Written notices of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets which shall be consonant with Article XII hereof shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE XII

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any nonprofit Corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of corporate properties shall be effective to divest or diminish any right or title of any member vested in him or her under the recorded Amended and Restated Declaration and deeds applicable to The Property unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIII

AMENDMENTS

These Amended and Restated Articles may be amended by a majority vote of the Board of Directors; provided that no amendment shall be effective to impair or dilute any rights of members that are governed by the Amended and Restated Declaration (as, for example, membership and voting rights) which are part of the property interests created thereby.



ARTICLE XIV

THE INCORPORATORS

The name and address of each Incorporator is

<u>Name</u>	<u>Address</u>
Virginia T. Jensen	Suite 433 First Federal Building 109 E. Church Street Orlando, Florida 32801
Earnest R. Brosdick	Suite 433 First Federal Building 109 E. Church Street Orlando, Florida 32801
Nicholas A. Pope	Suite 433 First Federal Building 109 E. Church Street Orlando, Florida 32801

ARTICLE XV

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is Suite 433, First Federal Building 109 E. Church Street, Orlando, Florida 32801 and the name of its initial registered agent is Earnest R. Brosdick

ARTICLE XVI

INDEMNIFICATION

A. Indemnity. 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, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, employee, Officer, agent or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably 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 or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction or upon 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 that he or she reasonably 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 or she had reasonable cause to believe that his or her conduct was unlawful.

B. Advances. Expenses, including but not limited to attorney's fees and costs, incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, or proceeding on behalf of the affected Director, Officer, employee, agent or committee member. Such Director, Officer, employee, agent or committee member shall not be required to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as provided in Article XVI (A), above.

C. Miscellaneous. 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 agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee, agent, or committee member and shall inure to the benefit of the heirs and personal representatives of that person.

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

E. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XVI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

This Amended and Restated Articles of Incorporation was duly and properly amended by the affirmative vote of a majority of the Board of Directors.

Signed and delivered in the presence of

WATERBRIDGE COMMUNITY ASSOCIATION, INC.

Margaret Roth  
Signature of Witness  
Print Name: Margaret Roth

By: [Signature]  
Print Name: Carlos Gimenez  
President

Tonya Westwood  
Signature of Witness  
Print Name: TONYA WESTWOOD

Address: 1889 Jessica Ct.  
Winter Park, FL 32789

Margaret Roth  
Signature of Witness  
Print Name: Margaret Roth

Tonya Westwood  
Signature of Witness  
Print Name: TONYA WESTWOOD

By: Shirley Blanton  
Print Name: Shirley Blanton  
Secretary

Address: 1896 Jessica Ct  
Winter Park FL 32789

STATE OF FLORIDA  
COUNTY OF ~~ORANGE~~ SEMINOLE

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of May, 2011, by Carlos Gimenez and Shirley Blanton who  are personally known to me to be the President and Secretary, respectively, of WATERBRIDGE COMMUNITY ASSOCIATION, INC., or  have produced drivers license (type of identification) as identification. They acknowledged executing this document in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in them by said corporation.

WITNESS my hand in the County and State last aforesaid on this 3rd day of May, 2011.

Tonya R Westwood  
Notary Public-State of Florida  
Print Name: TONYA R WESTWOOD  
Commission No.: DD798357  
My Commission Expires: 08/09/12