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TAYLOR & CARLS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

850 CONOURSE PARKWAY SOUTH

SUITE 105

MAITLAND, FL 32751

TELEPHONE: (407) 660-1040

TOLL FREE: (800) 395-6235

FAX: (407) 660-9422

**HARRY W. CARLS
ROBERT L. TAYLOR**

**GENE S. BOGER
PATRICK C. HOWELL
ELIZABETH A. LANHAM-PATRIE
ROBYN SEVERS BRAUN
MARNIE DALE RAGAN
SCOTT D. NEWSOM
SARA K. WILSON**

BRANCH OFFICES:

**DAYTONA BEACH, FLORIDA
TELEPHONE: (386) 257-3203
FAX: (386) 257-3129**

**MELBOURNE, FLORIDA
TELEPHONE: (321) 253-2223
FAX: (321) 253-2237**

August 17, 2004

Secretary of State - Florida
Division of Corporations
Post Office Box 6327
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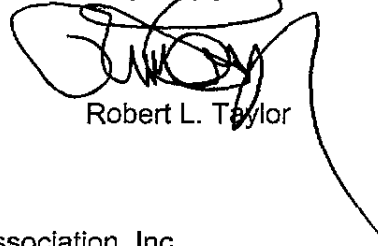
Re: Amended and Restated Articles of Incorporation of Wekiva Cove Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the cover page and Amended and Restated Articles of Incorporation of Wekiva Cove Homeowners Association, Inc. Also enclosed is check number 5229 in the amount \$35.00 for filing of the above document. Please return the copy of the document to my attention in the pre-addressed, stamped envelope once the same has been filed with the Secretary of State.

If you have any questions, please do not hesitate to contact me at the above telephone number.

Very truly yours,



Robert L. Taylor

RLT:trw
Enclosure
cc: Wekiva Cove Homeowners Association, Inc.

Wcov01 ltr39

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
WEKIVA COVE HOMEOWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of the forming a corporation not for profit under Chapter 617, Florida Statutes, as amended, and certify as follows:

1.0 NAME.

- 1.1 The name of the corporation shall be WEKIVA COVE HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association.

2.0 PURPOSE.

- 2.1 The purpose for which the Association is organized is to provide an entity to act as the community association for the Wekiva Cove Development and to own and operate certain lands and personal property (common area) located in Seminole County, Florida, which lands and personal property are to be used in common by all of the members of the Association, which membership shall consist of all of the property owners at Wekiva Cove. The Association shall be responsible for the management of Wekiva Cove in keeping with the terms and conditions as set forth in the Declaration of Covenants and Restrictions for Wekiva Cove as the same has been and will be further amended, or Amended and Restated (hereinafter "Declaration").
- 2.2 The Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors, or officers.

3.0 POWERS. The powers of the Association shall include and be governed by the following provisions:

- 3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.
- 3.2 The Association shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles, and all of the powers and duties reasonably necessary to operate the Wekiva Cove Common Areas pursuant to the Declaration, including but not limited to the following:
- 3.2.1 To make and collect assessments against Owners to defray the costs and expenses of the operation of the Wekiva Cove Development.
- 3.2.2 To use the proceeds of assessments in the exercise of its power and duties.
- 3.2.3 To maintain, repair, replace and operate the Common Areas.

- 3.2.4 To make and collect assessments against members, to purchase insurance upon the property of the Association and insurance for the protection of the Association, its Board of Directors and its members.
- 3.2.5 To reconstruct the improvements after casualty and to further improve the Common Areas.
- 3.2.6 To make and amend Planning Criteria and reasonable Rules and Regulations regarding the use of the Lots, Living Units, the Common Areas and all other portions of the Wekiva Cove Development which Planning Criteria and Rules and Regulations may be adopted and amended from time to time by the Board of Directors at any duly constituted Board meeting.
- 3.2.7 To contract for the management of the Association and to delegate to such contractors all power and duties of the Association except such as are specifically required by the Declaration to have the approval of the Board of Directors or the membership of the Association.
- 3.2.8 To employ personnel to perform the services required for the proper operation of the Association and the Common Areas.
- 3.3 The Association, by and through its Board of Directors, shall have the power to acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property within Wekiva Cove in conjunction with the function of the Association subject to the limitations provided for in the Declaration.
- 3.4 The Association, by and through its Board of Directors, shall also have the right to borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property (including assessment and lien rights) as security for money or debts incurred.
- 3.5 All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.
- 3.6 The powers of the Association shall be subject to shall be exercise in accordance with the provisions of the Declaration.

4.0 MEMBERS.

- 4.1 The members of the Association shall consist of all the record owners of legal title to lots at Wekiva Cove from time to time. If a Lot is held in a Trust, then the Trustee shall be considered to be the member for all purposes.
- 4.2 The share of a member in the funds and assets of the Association cannot be

assigned, hypothecated or transferred in any manner except as an appurtenance to his property.

5.0 DIRECTORS.

- 5.1 The affairs of the Association shall be managed by a Board of Directors who must be Members.

From and after the approval of this Amended and Restated document and the filing of the same with the State of Florida, the Board shall consist of either five (5), seven (7) or nine (9) members, with the exact number to be set in the By-Laws. The election of the Directors shall be held at the annual meeting. The terms of the board members may be staggered if provided for in the By-Laws.

6.0 OFFICERS.

- 6.1 The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, if possible, and shall serve at the pleasure of the Board of Directors.

7.0 INDEMNIFICATION.

- 7.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

8.0 BY-LAWS.

- 8.1 The first By-Laws of the Association, which were adopted by the initial Board of Directors may be altered, amended or rescinded in the manner provide by the By-Laws.

9.0 AMENDMENTS.

- 9.1 These Articles may be amended upon the approval of not less than a majority of the Owners. Such amendments may be approved in either of the following two ways:

a. Proposed amendments may be approved at a meeting of the members by the affirmative vote of at least a majority of the voting interests of the Association, with the members being permitted to vote either in person or by proxy. If such procedure is utilized, the proposed amendment must be included in the notice of the meeting; or

b. Proposed amendments may also be approved by a written agreement signed by not less than a majority of the Owners.

9.2 Notwithstanding the above, no amendment may make any changes in the qualifications for membership, materially and adversely alter the proportionate voting interest appurtenant to a Lot or Living Unit or increase the proportion or percentage by which a Lot or Living Unit shares in the common expenses of the Association unless the lot owner and all record owners of liens on the lots join in the execution of the amendment. A change in the quorum requirements is not such an amendment.

10.0 TERM.

10.1 The term of the Association shall be perpetual.

11.0 INCORPORATORS.

11.1 The names and addresses of the incorporators of the original Articles of Incorporation were as follows

David G. Price	1022 Grove Street Maitland, Florida 32751
Kenneth W. Hunnam	3146 Autumn Wood Trail Apopka, Florida 32703
Louise A. Ward	200 St. Andrews Blvd. #1904 Winter Park, Florida 32792

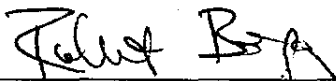
12.0 REGISTERED AGENT AND OFFICE.

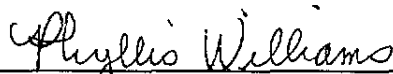
12.1 The initial registered office of the corporation was located at: 3630 Sand Lake Road, Longwood, Florida 32705. The initial Registered Agent at said address was KENNETH W. HUNNAM, ESQUIRE. The registered office of and the Registered Agent for the corporation shall thereafter be established and changed from time to time by the Board of Directors and reported to the Department of State on the appropriate forms.

These Amended and Restated Articles of Incorporation were duly approved by the members of the corporation as required under the Articles of Incorporation as they existed prior to these Amended and Restated Articles, the By-laws of the Corporation and Chapter 617 Section 1002 of the Florida Statutes on July 14, 2004.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed and attested by its duly authorized officers on this _____ day of July, 2004.

**WEKIVA COVE HOMEOWNERS ASSOCIATION,
INC.**

By: 
Print Name: ROBERT BORG ^{President}

Attest: 
Print Name: Phyllis Williams ^{Secretary}

Restated Articles 05/04/04