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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GOLDEN

JUL 12 2018

BRUCE A. MOUNT, JR.
SHAYLA J. MOUNT
KEVIN C. ALLEN-NASH



18 N. COLLEGE AVE.
EATONVILLE, FL 32751-5310
PHONE: (407) 622-0145
FAX: (407) 329-3332

July 2, 2018

VIA MAIL

Florida Department of State
Division of Corporations
Attn: Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Glen Abbey Club Homeowner's Association – Restated Articles of Incorporation

To the Division of Corporations:

Please find enclosed a copy of the duly noticed and approved Restated Articles of Incorporation for the Glen Abbey Club Homeowners' Association. The enclosed document has been voted by the membership to supersede the original Articles of Incorporation for Glen Abbey Club Homeowners' Association filed with the Secretary of State, Division of Corporations on October 31, 2000. Enclosed please find payment in the amount of \$35.00 for the purposes of recording. Once recorded, please return the originally executed document to the following address:

Glen Abbey Club Homeowners' Association
315 Glen Club Drive
DeBary, FL 32713

Please contact me at 407-622-0145 or shayla@mountrnashlaw.com with any questions or concerns.

Regards,

Shayla J. Mount, Esq.
Partner, Civil Litigation
Mount & Nash Law Group
Attorney for Glen Abbey Club Homeowner's Association.

RESTATED ARTICLES OF INCORPORATION

OF

GLEN ABBEY CLUB HOMEOWNERS' ASSOCIATION, INC.

Adopted on June 2, 2018

PREAMBLE

The Membership of the Association, being desirous of forming a Corporation not for profit, under the provisions of Chapter 617 and 720 of the Florida Statutes, and obtaining the requisite affirmative vote of 75% of the total voting interest of the Association on June 2, 2018, do hereby amend and restate these Articles for the purpose of forming a Corporation and with the power herein specified.

ARTICLE I.
NAME AND DURATION

The name of this Corporation shall be GLEN ABBEY CLUB HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association"). The existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State in Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE II.
REGISTERED AGENT AND OFFICE

Marcia J Steele, whose address is 315 Glen Club Drive, DeBary, Fl. 32713, is hereby appointed the registered agent of this Association. The Association may change its registered agent from time to time without amendment of the Articles of Incorporation.

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ARTICLE III.
INITIAL PRINCIPAL OFFICE

The initial principal office of the Association shall be located at 180 Tremonte Drive, Orange City, Fl. 32763.

The Association may change its principal office from time to time without amendment of these Articles of Incorporation.

ARTICLE IV.
PURPOSE AND POWERS OF THE ASSOCIATION

- A. The purpose and object of the Association shall be to administer the operation and management of a subdivision located in Volusia County, Florida (hereinafter "Community ") more fully described in Exhibit "A" attached hereto, (hereinafter "Property") according to the Declaration of Covenants, and Notice of Restrictions which is to be recorded in the public records of Volusia County, Florida ("Declaration"), and any additions hereto which may be brought into the jurisdiction of this Association by annexation under the terms and conditions as set forth in the Declaration by its successors and Assigns ("The Declarant").
- B. The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, perseveration and architectural control of the Property in accordance with the terms, provisions and conditions of these Articles of Incorporation, the ByLaws of the Association and the Declaration.

The Association shall further promote the health, safety and welfare of the Members of the Association in the Community.

C. The Association shall have the following powers:

- 1. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida as the same may be amended from time to time as therein provided.

2. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to undertake all powers and duties set forth in the Declaration, these Articles and ByLaws, rules and regulations, as same may be amended from time to time, the Declaration and ByLaws being incorporated herein as if set forth in full.
3. The right to tax, levy collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, to pay all 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.
4. The right to 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 and to annex such property owned by it to the Covenants and Restrictions.
5. The right to borrow, mortgage, pledge, deed in trust, hypothecate any or all of its real or community property as security for money borrowed or debts incurred.
6. The right to dedicate, sell or transfer all or any part of the Common area 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 approved by the Membership as prescribed by law and the Declaration or Bylaws of the Association, shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which

grants shall not be deemed a dedication, sale or transfer requiring the consent of Members.

7. The right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidations or annexation shall have the consent of the Membership as prescribed by law and the Declaration or Bylaws of the Association.
8. The obligation to operate, maintain and manage the surface water or storm water management system(s) in manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm water management system.

The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water or storm water management system.

D. With respect to the surface water management system, the Association shall have the following duties:

1. Each property owner shall be responsible for his pro-rata share of the maintenance, operation and repair of the surface water of storm water management system.

" Surface Water or Storm Water Management System" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use, or reuse water to prevent or reduce flooding, over-drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40, or 40C-42, F.A.C.

2. Maintenance of the surface water or storm water management system(s) shall mean the exercise of practices, which allow the systems to provide drainage, water storage, conveyance or other surface water or storm water management capabilities as permitted by the St. Johns River Water Management District.

Each property owner shall be responsible for such maintenance and operation.

Any repair or reconstruction of the surface water or storm water management system shall be as permitted, or if modified as approved by the St. Johns River Water Management District.

3. Any amendment to the Deed Restriction which alters the surface water or storm water management system, beyond maintenance in its original condition, including the water management portions of the common areas, must have the prior approval of the St. Johns River Water Management District.
4. The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in this Deed Restriction, which relate to the maintenance, operation, and repair of the surface water or storm water management system.

ARTICLE V.
QUALIFICATION OF MEMBERS

The qualification of Members, manner of their admission to and termination of membership shall be as follows:

- A. Every person or entity who is a fee simple records owner of a fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a Member of the Association.

The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation, nor shall include persons with merely a possessory interest such as a tenancy.

Membership shall be appurtenant to and may not be separate from ownership of any Lot which is subject to the Declaration.

- B. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot, provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Lots at any time, while such person or entity shall retain fee title to or a fee ownership interest in any Lot.

- C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded deed **in the County records** conveying such fee simple title to a Lot to the new Member.

- D. Except as an appurtenance to his Lot, no member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association.

The funds and assets of the Association shall belong solely to the Association, subject to the limitations that the same be expected, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the ByLaws hereof.

ARTICLE VI.
VOTING RIGHTS

There shall be one class of voting membership:

Class A.

Class A members shall be Owners of a Lot as such is defined in the Declaration, with the exception of Declarant.

A Class A Member shall be entitled to one vote for each Lot owned.

Until the recordation of the Declaration in the public records of Volusia County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised by one as they determine, and such person shall be designated as the holder of the vote.

If a Corporation, Partnership, Joint Venture or other entity is a fee simple title holder to a Lot; such entity shall designate one person as the holder of the vote.

In no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII.
BOARD OF DIRECTORS

- A. The business affairs of this Association shall be managed by the Board of Directors, who need not be Members of the Association. The number of members of the first Board of Directors shall be three and the initial Board of Directors shall be appointed by the Declarant.
- B. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen, are as follows:

DIRECTOR

ADDRESS:

John C. Gray, Jr.

180 Tremonte Drive,
Orange City, Florida. 32763

William Carmichael

3504 Lake Lynda Drive, Suite 170,
Orlando, Florida. 32817

Scott Korbin

206 Riverbend Court
Longwood, Florida. 32779

- C. At the first annual meeting after termination of the Class B membership, there shall be a Director for a term of one year, one Director for a term of two years and one Director for a term of three years, and at each annual meeting thereafter the members shall elect one or two Directors (being the same number of Directors as those whose terms have expired) for a term of three years.

ARTICLE VIII.

OFFICERS

- A. The Officers of the Association shall be a President, one Vice President, Secretary and Treasurer, and if any, the Assistant Secretary and Assistant Treasurer, who shall perform the duties of such offices customarily performed by like Officers of corporations in the State of Florida subject to the directions of the Board of Directors.
- B. Officers of the Association may be compensated only as prescribed by Florida Law, as it may be amended from time to time, and as provided in the Bylaws; however, no Director, Officer, or Committee Member of the Association may directly receive any salary or compensation from the Association for the performance of duties as a Director, Officer, or Committee Member and may not in any other way benefit financially from service to the Association.

The Board of Directors or the President, with the approval of the Board of Directors may employ a managing agent, agency and or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Community and the affairs of the Association, and any and all such persons, and or entity or person or entity is a member Director or Officer of the Association. Such entity will be a non-voting position on the Board.

- C. The Officer shall be elected by the Board of Directors at their annual meeting as provided in the ByLaws.
Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.
- D. The President shall be elected from the membership of the Board, but no other officer need be a Director.
The offices of Secretary and Treasurer may be held by the same person.
No person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

ARTICLE IX.
BYLAWS

A. The Board of Directors shall adopt by a majority vote the original ByLaws of the Association.

B. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws and shall be approved either in person or by proxy, by at least a simple majority (51%) of the total voting interest.

ARTICLE X.
AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of fifty-one (51%) of the total voting interest.

ARTICLE XI.
INDEMNITY

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities including Attorney's fees reasonably incurred by or imposed upon him in connection with any proceedings, to which he may be a party of or in which he may become involved by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of any claim for reimbursement or indemnification, the indemnification hearing shall only apply if the Board of Directors approves such settlement and reimbursement as being in 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 other Officer may be entitled.

ARTICLE XII.
NON PROFIT STATUS

No part of the Income of this Corporation shall be distributed to the members except upon the dissolution or final liquidation and as permitted by the Court having jurisdiction thereof.

ARTICLE XIII.
MERGER AND DISSOLUTION

The Association shall have the right to participate in mergers and consolidations with other non-profit organizations organized for the same purposes provided such merger or consolidation shall have the assent of 51% of the members.

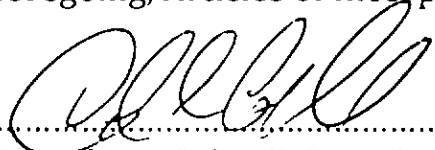
The Association may be dissolved by the approval of 51% of the total voting interest present at a special membership meeting duly called for this purpose or by written consent.

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 the Association was created, including without limitations, the assignment of all the Association's obligations concerning the drainage facilities to an entity, which would comply with section F.A.C. be approved by St. Johns River Water Management District prior to such termination, dissolution or liquidation.

In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any Non-Profit Organization, Association, Trust or other Organization to be devoted to such similar purposes.

This procedure shall be subject to court approval on dissolution pursuant to Florida Statute 617.05

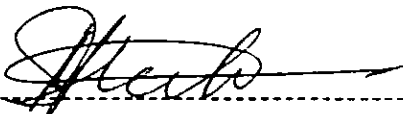
IN WITNESS WHEREOF, the undersigned subscribers have executed the foregoing, Articles of Incorporation, this 23rd day of June, 2018.



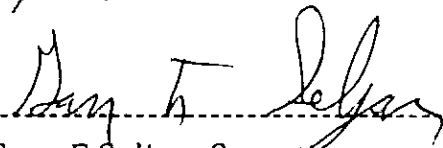
Darryl Lee Colwell, President



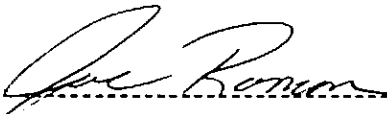
Jeffrey Todd Stulz, Vice President



Marcia J Steele, Treasurer



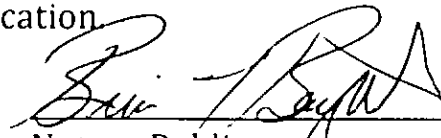
Gary F Seljan, Secretary



Joseph Andrew Roman, Member at Large

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

The foregoing Articles of Incorporation were acknowledged before me this day 23rd of June, 2018 by all parties listed above, (☒) who are personally known to me or (☐) who have produced _____ as identification.



Notary Public

Print Name: Brian T. Borgiet

My Commission Expires:

Commission #:



BRIAN T. BORGIET
Commission # GG 186719
Expires February 23, 2022
Bonded Thru Budget Notary Services

LEGAL DESCRIPTION

A parcel of land lying in Section 27, Township 18 South, Range 30 East, Volusia County, Florida.

Being more particularly described as follows:

BEGINNING at the Southwest corner of Lot 1, Block B of THE SWALLOWS, according to the Plat thereof as recorded in Plat Book 38, Pages 101, 102 and 103 in the Public Records of Volusia County, Florida run South 68°34'50" East, along the South line of said Lot 1, for a distance of 200.00 feet to the Southeast corner of said Lot 1, said Southeast corner being a point on the Northerly right of way line of North Pine Meadows Drive and being on a curve concave to the Northwest and having a radius of 656.14 feet and a delta angle of 50°18'43"; thence, from a tangent bearing of South 23°25'10" West, run Southwesterly along said Northerly right of way line and arc, for a distance of 578.16 feet to the point of tangency; thence run South 73°43'53" West, along said Northerly right of way line, for a distance of 21.52 feet to a point of curvature of a curve concave to the North and having a radius of 1763.11 feet and a delta angle of 14°59'35"; thence run West along said right of way line and arc for a distance of 458.75 feet; thence, departing said curve, run North 00°27'24" West, along said North right of way line, for a distance of 20.00 feet; thence run South 89°39'03" West, continuing along said North right of way line, for a distance of 229.93 feet to a point on a non-tangent curve concave to the West, having a radius of 8279.58 feet and a delta angle of 04°02'08"; thence, from a tangent bearing of North 03°03'28" East, run North along the arc of said curve for a distance of 442.23 feet to a point of tangency; thence run North 00°58'38" West a distance of 878.76 feet to a point on a non-tangent curve concave to the East, having a radius of 5179.58 feet and a delta angle of 02°35'22"; thence, from a tangent bearing of North 00°48'55" West, run North along the arc of said curve for a distance of 234.09 feet to a point; thence departing said curve, run North 03°36'44" East for a distance of 434.24 feet; thence run South 89°37'21" West for a distance of 500.45 feet to a point on the Easterly right of way line of U.S. Highway 17-92, said point also being on a curve concave Easterly and having a radius of 5679.58 and a delta angle of 03°22'00"; thence from a tangent bearing of North 06°04'25" East, run North along the arc of said curve and said Easterly right of way line, for a distance of 333.73 feet to a point; thence, departing said curve and said right of way line, run South 78°36'44" East, along the Southerly line of a Drainage Retention Area of GLEN ABBEY UNIT 1 according to the plat thereof as recorded in Plat Book 42, Pages 168 and 169 of the Public Records of Volusia County, Florida, for a distance of 58.21 feet to the Northwest corner of Lot 15 of said GLEN ABBEY UNIT 1, said point being a point on a curve concave Northerly having a radius of 238.00 feet and a delta angle of 153°49'10"; thence from a tangent bearing of South 11°23'14" West, run Southerly and Easterly, along said arc and Southerly line of Lots 15, 14 and 13 of said GLEN ABBEY UNIT 1, for a distance of 638.95 feet; thence, departing said curve and said Southerly line, run South 52°25'54" East for a distance of 270.00 feet; thence run North 89°26'17" East for a distance of 224.88 feet; thence run North 10°29'07" West for a distance of 301.66 feet to the Southerly line of said GLEN ABBEY UNIT 1; thence run North 89°30'53" East, along said Southerly line, for a distance of 566.58 feet to a point of curvature of a curve concave Southerly having a radius of 108.54 feet and a delta angle of 47°47'41"; thence run Easterly along the arc and along said Southerly line, for a distance of 90.54 feet to the point of tangency; thence run South 42°41'26" East, along said Southerly line, for a distance of 51.48 feet to a point of intersection with the Westerly line of Block "C" of said THE SWALLOWS, said point also being on a curve concave to the Southeast, having a radius of 954.25 feet and a delta angle of 40°32'08"; thence, from a tangent bearing of South 37°06'13" West, run South, along the arc of said curve and Westerly line of said Block "C", for a distance of 680.65 feet to the point of tangency; thence run South 03°41'55" East, along the Westerly line of Block "C" and Block "B" of said THE SWALLOWS, for a distance of 825.00 feet to the point of curvature of a curve concave Westerly, having a radius of 456.14 feet and a delta angle of 27°07'05"; thence run South, along the arc of said curve and Westerly line of said Block "B", for a distance of 215.89 feet to the Point of Beginning.

Contains 48.022 acres more or less.

"EXHIBIT A"

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DIVISION OF CORPORATE

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