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DUANE MORRIS MIAMI

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Division of Corporations

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BASIC AMENDMENT

BELLALAGO COMMUNITY ASSOCIATION, INC.

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SECRETARY OF STATE
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amendments
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ARTICLES OF AMENDMENT AND RESTATEMENT TO ARTICLES OF
INCORPORATION FOR
BELLALAGO AND ISLES OF BELLALAGO COMMUNITY ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

The Articles of Incorporation for Bellalago Community Association, Inc., filed with the Florida Secretary of State on August 21, 2001 are hereby amended as follows:

The name of the corporation is hereby changed to:

BELLALAGO AND ISLES OF BELLALAGO COMMUNITY ASSOCIATION, INC.

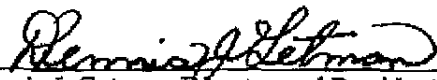
SECOND: The Articles of Incorporation are hereby replaced in their entirety by the Amended and Restated Articles of Incorporation of Bellalago and Isles of Bellalago Community Association, Inc., attached hereto and made a part hereof.

THIRD: The date of adoption of the amendment was May 23, 2005.

FOURTH: No vote of the membership of the corporation was required to adopt the Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were approved by a majority of the Board of Directors by vote on May 23, 2005. This amount was sufficient to adopt the amendment.

Dated: May 23, 2005.

The undersigned being a member of the Board of Directors of and Isles of Bellalago Community Association, Inc., and the President thereof.


Dennis J. Getman, Director and President
of Bellalago and Isles of Bellalago Community
Association, Inc.

{Corporate Seal}

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**AMENDED AND RESTATED ARTICLES OF
INCORPORATION
OF
BELLALAGO AND ISLES OF BELLALAGO
COMMUNITY ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

(((H05000134395 3)))

TABLE OF CONTENTS

	Page
1. Name of Corporation	1
2. Principal Office	1
3. Registered Office - Registered Agent	1
4. Definitions	1
5. Purpose of Association	1
6. Not for Profit	1
7. Powers of Association	1
8. Association Lawsuits	3
9. Voting Rights	3
10. Board of Directors	3
11. Dissolution	3
12. Duration	4
13. Amendments	4
13.1 General Restrictions on Amendments	4
13.2 Amendments Prior to and Including the Turnover Date	4
13.3 Amendments After the Turnover Date	4
14. Limitations	4
14.1 Declaration is Paramount	4
14.2 Rights of Developer and Club Owner	4
14.3 By-Laws	4
15. Officers	4
16. Indemnification of Officers and Directors	5
17. Transactions in Which Directors or Officers are Interested	5
18. Severability	5

(((H05000134395 3)))

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BELLALAGO AND ISLES OF BELLALAGO COMMUNITY ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is BELLALAGO AND ISLES OF BELLALAGO COMMUNITY ASSOCIATION, INC. ("Association").
2. Principal Office. The initial principal office of Association is at the offices of Avatar Properties Inc., which is located at 201 Alhambra Circle, Coral Gables, Florida 33134.
3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 201 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134. The name of the Registered Agent of Association is: Dennis J. Getman, Esq.
4. Definitions. A declaration entitled Amended and Restated Declaration for Bellalago and Isles of Bellalago (the "Declaration") will be recorded in the Public Records of Osceola County, Florida, and shall govern all of the operations of a community to be known as Bellalago and Isles of Bellalago. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.
5. Purpose of Association. Association is formed to:
 - 5.1 Provide for ownership, operation, maintenance and preservation of the Common Areas and improvements thereon.
 - 5.2 Perform the duties delegated to it in the Declaration.
 - 5.3 Administer the interests of Association and the Owners.
 - 5.4 Promote the health, safety and welfare of the Owners.
6. Not for Profit. Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.
7. Powers of Association. Association shall, subject to the limitations and reservations set forth in the Declaration and the Club Plan, have all the powers, privileges and duties allowed by law and/or which are reasonably necessary to discharge its obligations, including, but not limited to, the following:
 - 7.1 To perform all the duties and obligations of Association set forth in the Declaration, these Amended and Restated Articles and the By-Laws.

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7.2 To enforce, by legal action or otherwise, the provisions of the Declaration, these Articles, and the By-Laws and the rules, regulations, covenants, restrictions and/or agreements governing or binding Association and Bellalago and Isles of Bellalago.

7.3 To operate and maintain the portion of the Surface Water Management System, if any, contained within or affecting the Common Areas as required by the Declaration.

7.4 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments payable pursuant to the terms of the Declaration, these Articles, and the By-Laws.

7.5 To pay all Association Expenses including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Common Areas or other property of Association.

7.6 To do all acts and make all payments required by the Club Plan.

7.7 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 (including the Common Areas) in connection with the functions of Association except as limited by the Declaration. Without limiting the foregoing, if Club Owner is ever willing to sell the Club, Association may purchase the same without the joinder or consent of the Owners or any other person or entity.

7.8 To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.9 To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of, the Common Areas to any public agency, entity, authority, utility, or other person or entity for such purposes and subject to such conditions as it determines subject only to requirements in the Declaration, if any.

7.10 To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.11 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions, or agreements governing Association, Bellalago and Isles of Bellalago, the Common Areas and Homes as provided in the Declaration and to effectuate all of the purposes for which Association is organized.

7.12 To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have to exercise.

7.13 To employ personnel and retain independent contractors to contract for management of Association, Bellalago and Isles of Bellalago, the Common Areas and the Club (if Association shall ever be designated the Club Manager by the Club Owner in writing pursuant to the Club Plan) as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

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7.14 To contract for services to be provided to, or for the benefit of, Association, Club Owner, Owners, the Common Areas, Bellalago and Isles of Bellalago and the Club as provided in the Declaration and Club Plan such as, but not limited to, Telecommunication Services, maintenance, garbage pick-up, and utility services. The foregoing rights shall not be deemed to impose any obligation on Association to provide such services. The Board shall not approve any contract with a contingency payment without the approval of the members.

7.15 To establish committees and delegate certain of its functions to those committees.

7.16 To enter into agreements and/or contracts with the SFWMD under which Association shall perform certain maintenance, management and/or other agreed upon services for the SFWMD with respect to the Surface Water Management System.

8. Association Lawsuits. The Board shall have no duty to bring suit against any party and the Board is permitted to apply a rule of reasonableness when determining whether to bring suit against any party.

9. Voting Rights. Each Owner and Developer shall be a Member of Association. Owners and Developer shall have the voting rights set forth in the By-Laws.

10. Board of Directors. The affairs of Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be initially held on the date Developer no longer has the ability to appoint Directors and thereafter at the Annual Members Meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the current members of the Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Dennis J. Getman	201 Alhambra Circle 12 th Floor Coral Gables, Florida 33134
Charles McNairy	201 Alhambra Circle 12 th Floor Coral Gables, Florida 33134
Juanita L. Kerrigan	201 Alhambra Circle 12 th Floor Coral Gables, Florida 33134

11. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any Owner may petition the Circuit Court having jurisdiction over Bellalago and Isles of Bellalago for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Common Areas, in the place and stead of Association, and to

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make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

12. Duration. Association shall have perpetual existence.

13. Amendments.

13.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Developer or Club Owner unless such amendment receives the prior written consent of Developer or Club Owner, as applicable, which may be withheld for any reason whatsoever. No amendment shall be effective until it is recorded in the Public Records.

13.2 Amendments Prior to and Including the Turnover Date. Prior to and including the Turnover Date, Developer shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Developer's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to and including the Turnover Date, Association must first obtain Developer's prior written consent to any proposed amendment. After receiving the Developer's consent to the proposed amendment, an amendment identical to that approved by Developer may be adopted by Association pursuant to the requirements for amendments after the Turnover Date. After approval of the amendment by the Board, Developer shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

13.3 Amendments After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of two-thirds (66 2/3%) of the Board and (ii) seventy-five percent (75%) of the votes present (in person and by proxy) at a duly called meeting of the Members in which there is a quorum. Notwithstanding the foregoing, these Articles may be amended after the Turnover Date by two-thirds (66 2/3 %) of the Board acting alone to change the number of directors on the Board. Such change shall not require the approval of the Members. Any change in the number of directors shall not take effect until the next Annual Members Meeting.

14. Limitations.

14.1 Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provision, rights and obligations set forth in the Declaration.

14.2 Rights of Developer and Club Owner. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Developer and/or the Club Owner.

14.3 By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time

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determine. The name and addresses of the current Officers who shall serve until their successors are elected by the Board are as follows:

President:	Dennis J. Getman
Vice President/Treasurer:	Charles McNairy
Secretary	Juanita I. Kerrigan

16. Indemnification of Officers and Directors. Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or Officers or Developer or Club Owner or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

18. Severability. Invalidation of any of the provisions of these Articles by judgment or court order shall in no way effect any other provision, and the remainder of these Articles shall remain in full force and effect.