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COR AMND/RESTATE/CORRECT OR O/D RESIGN

MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC.

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Minutes of
Special Meeting

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC.
(a Florida Not For Profit Corporation)**

In Compliance with the requirements of the Laws of the State of Florida, the undersigned hereby, for the purpose of forming a corporation not for profit, certifies:

ARTICLE I

NAME

The name of the corporation is **MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC.**, a Florida Not For Profit Corporation.

ARTICLE II

PRINCIPAL OFFICE

The principal office of **MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC.** is located at 2515 Par Lane, Sebring, Florida 33872.

ARTICLE III

REGISTERED AGENT

The street address of the Registered Office of **MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC.** is 2515 Par Lane, Sebring, Florida 33872 and the name of the Registered Agent is Raymond A. Tubbs.

ARTICLE IV

DEFINITIONS

All definitions in the Declaration of Covenants, Conditions and Restrictions to which these Articles are attached as Exhibit "B" and recorded in the Public Records of Highlands County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE V

PURPOSE OF THE MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC.

The MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC. does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to maintain and operate the common areas and the surface water management system located within the boundaries of the subdivision to be known as MOSS HAMMOCK, to collect and administer the assessments for such operation, to enforce the Declaration of Restrictions governing the said MOSS HAMMOCK property, and to promote the health, safety and welfare of the members of the Association.

ARTICLE VI

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC., 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 the Declaration as recorded in the Public Records of Highlands County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein and made a part hereof as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; 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 or otherwise dispose of real or personal property in connection with the affairs of the Association;

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- (d) Borrow money, and with the assent of two-thirds (2/3) of each class of members at a duly called meeting of the Association, 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 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 without obtaining consent of two-thirds (2/3) of the members to such dedication, sale, or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Unit;
- (f) Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;
- (g) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the consent and approval of the class B member, or subsequent to termination of class B membership, the assent and approval of two-thirds (2/3) of the class A membership, at a duly called meeting of the Association, except as otherwise provided in the Declaration.
- (h) To promulgate or enforce rules, regulation, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;
- (i) To sue and be sued;
- (j) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

- (k) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners including, but not limited to, maintenance, utilities, master antenna or cable television and/or radio system, and for the operation and maintenance of the surface water management system;
- (l) To take any other action necessary for the purposes for which the Association is organized.

ARTICLE VII MEMBERSHIP

Any owner of any lot in the residential subdivision to be known as MOSS HAMMOCK as recorded in Plat Book 16, Page 88, Public Records of Highlands County, Florida, shall automatically be a member of the Association. Membership is mandatory and shall be evidenced by acceptance of the Warranty Deed to the respective member's Unit. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

ARTICLE VIII VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Property Owners with the exception of MOSS HAMMOCK, INC. (Declarant), or its successors, and shall be entitled to one (1) vote for each lot owned, exclusive of common area. When more than one (1) person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall the votes cast with respect to any Unit be split.

Class B. The Class B member shall be MOSS HAMMOCK, INC. or its successor, and shall be entitled to three (3) votes for each lot owned, exclusive of common area. The Class B membership shall cease on the happening of any of the following events, whichever occurs earliest:

- (a) Upon the conveyance by MOSS HAMMOCK, INC. , or its successor, of the last lot owned by MOSS HAMMOCK, INC. (Declarant), or its successor, which is located within a portion of the Properties; or
- (b) At such earlier date as MOSS HAMMOCK, INC. , or its successor may determine to be appropriate.

ARTICLE IX BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of five (5) by a majority vote of the Board of Directors.

The first election of Directors shall be held when Class B membership ceases as provided in ARTICLE VIII hereof at a meeting of the members called for that purpose. Three (3) Directors shall be elected at this first election, one (1) for a term of one (1) year, one (1) for a term of two (2) years, and one (1) for a term of three (3) years. If the number of Directors is increased by the Board of Directors as provided above, then said Board shall also determine the term for each new directorship so created. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three (3) years. Any Director may be re-elected.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

W. Jeffrey Parker

2519 Dogleg Drive
Sebring, Florida 33872

Raymond A. Tubbs

2515 Par Lane
Sebring, Florida 33872

Michael L. Tubbs

3445 Tubbs Road
Sebring, Florida 33872

Daniel S. Brackett

2066 14th Avenue
Vero Beach, Florida 32960

Robert A. Brackett

2066 14th Avenue
Vero Beach, Florida 32960

**ARTICLE X
DISSOLUTION**

In the event of the dissolution of the **MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC.**, 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 XI
DURATION**

The corporation shall exist perpetually.

**ARTICLE XII
AMENDMENTS**

Amendment of these Articles shall require the assent of sixty percent (60%) of the Lot Owners.

**ARTICLE XIII
SUBSCRIBERS**

The name and street address of the Incorporator of these Articles of Incorporation is W. Jeffrey Parker, 2519 Dogleg Drive, Sebring, Florida 33872.

**ARTICLE XIV
BYLAWS**

The original By-Laws of the **MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC.** shall be adopted by a majority vote of the Directors. Thereafter, the By-

Laws of the MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC. may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC. 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 he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matter wherein he 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 rights to which such Director or Officer may be entitled.

ARTICLE XVI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC. and one (1) or more of its Directors or Officers, or between MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC. and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC. 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 or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of MOSS HAMMOCK HOMEOWNERS' ASSOCIATION, INC. shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association have executed these Articles of Incorporation this 3rd day of May, 2007.

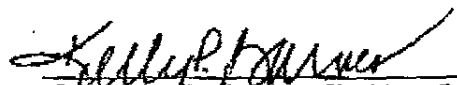

W. JEFFREY PARKER

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared W. JEFFREY PARKER, ☐ to me known to be the person described as subscriber in or ☒ who produced FL Drive Lic. as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of May, 2007




Notary Public, State of Florida at Large
(affix notarial seal)

I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT.


W. JEFFREY PARKER

**MINUTES OF SPECIAL MEETING OF
THE MEMBERS AND BOARD OF DIRECTORS
OF MOSS HAMMOCK HOMEOWNERS ASSOCIATION, INC.**

A special meeting of the members and board of directors of MOSS HAMMOCK HOMEOWNERS ASSOCIATION, INC., representing 100% of the members and the board of directors, was held on May 3, 2007 at 2:00 ~~XXX~~/p.m. The members and the board of directors waived notice of the meeting.

W. Jeffrey Parker, Director, announced that the first order of business was the adoption of Amended and Restated Articles of Incorporation which were necessitated by the requirements of the Southwest Florida Water Management District. Additional business included the adoption of By Laws for the corporation and the election of officers. The Amended and Restated Articles of Incorporation and the Bylaws were adopted by affirmative vote of the members and board of directors whose signatures lie on these minutes.

W. Jeffrey Parker was nominated as President, with Raymond A. Tubbs as Vice President. Both were elected by the affirmative vote of the members and board of directors.

**WAIVER OF NOTICE OF SPECIAL MEETING
OF THE MEMBERS AND BOARD OF DIRECTORS
OF MOSS HAMMOCK HOMEOWNERS ASSOCIATION, INC.**

The undersigned, being the members and directors of MOSS HAMMOCK HOMEOWNERS ASSOCIATION, INC., consent to the special meeting be held at 2515 Par Lane, Sebring, Florida 33872 on May 3, 2007 at 2:00 ~~am~~/p.m. and waive further notice of the meeting.

DATED: May 3, 2007

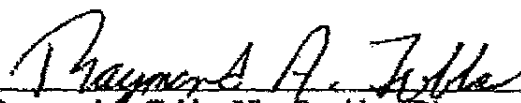

W. Jeffrey Parker, President/Director/Member

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Raymond A. Tubbs, Vice President/Director


Michael Tubbs, Director


Daniel S. Brackett, Director


Robert A. Brackett, Director

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