

NO200009722

(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:

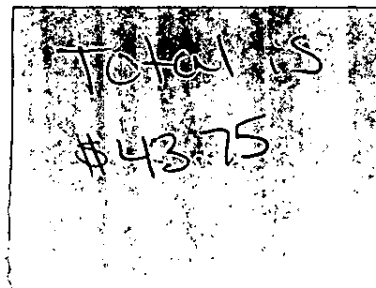
Office Use Only



300281562113

02/01/16--01007--008 **35.00

01/26/16--01015--014 **43.75



RECEIVED
FEB 02 2016
PH 1:52
CLERK
OF
FILING

FILED
16 FEB -1 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amel Rostate
FEB 02 2016
R. WHITE

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue. Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP:

2-1-16

- ☒ CERTIFIED COPY _____
- ☐ PHOTOCOPY _____
- ☐ CUS _____
- ☒ FILING Amend _____

1. Gateway Center of Daytona Beach Owners' Association
(CORPORATE NAME AND DOCUMENT #) Inc.
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

FILED

16 FEB -1 PM 3:38

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

GATEWAY CENTER OF DAYTONA BEACH OWNERS' ASSOCIATION INC.

The Articles of Incorporation of **GATEWAY CENTER OF DAYTONA BEACH OWNERS' ASSOCIATION INC.**, a Florida Not for Profit Corporation (the Corporation"), were filed on December 17, 2002, and assigned Charter No. N02000009722.

By the affirmative vote of a seventy-five percent (75%) majority of the votes of Members entitled to vote thereon taken on October 23, 2015, the Members of the Association have approved the amendment and restatement of the Corporation's Articles of Incorporation in accordance with the Corporation's Articles of Incorporation and the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act. Accordingly, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation shall be Gateway Center of Daytona Beach Owners' Association Inc. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II
DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State. If the Association is dissolved for any reason, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization or similar entity with similar purposes.

**ARTICLE III
DISSOLUTION**

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of any surface water or stormwater management system by the Association must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE IV
DEFINITIONS**

The term "Declaration" shall mean the Amended and Restated Declaration of Covenants and Restrictions for Gateway Center of Daytona Beach as may be recorded in the Public Records of Volusia County, Florida, and all amendments or supplements made thereto. All other

capitalized words and terms used in these Articles shall have the meaning and definition as provided in the Declaration, unless a new definition is provided in these Articles.

ARTICLE V PRINCIPAL OFFICE

The principal office of the Association is located at 1530 Cornerstone Blvd., Suite 100, Daytona Beach, FL 32117.

ARTICLE VI REGISTERED OFFICE AND AGENT

Daniel E. Smith, whose address is 1530 Cornerstone Blvd., Suite 100, Daytona Beach, FL 32117, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VII PURPOSE AND POWERS OF THE ASSOCIATION

7.1 The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for, among other things, the improvement, maintenance and preservation of the Property, to accomplish the purposes described in the Declaration and to promote the recreation, health, safety and welfare of the Members. The Association shall have all the statutory powers and common law powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and the duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any amendment or supplement thereto, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Members and for the maintenance, administration and improvement of the Property, including the Common Areas and Maintained Areas thereof. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part as may be allowed by law or by the Declaration.

7.2 The Association shall operate, maintain and manage the Stormwater Management System(s) on Association Common Areas in a manner consistent with any requirements of any St. Johns River Water Management District permits issued from time to time affecting any property owned by the Association and applicable District rules, and shall assist in the enforcement of the Declaration which relates to the Stormwater Management System. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Stormwater Management System on property of the Association and other improvements.

ARTICLE VIII MEMBERSHIP AND VOTING RIGHTS

8.1 Each Owner, including the Declarant, shall be a Member of the Association. The qualifications of Members, the manner of their admission to and termination of membership and voting shall be as set forth herein:

8.1.1 Class A shall consist of all Owners of property subject to the Declaration, except the Declarant, or a successor to whom the Declarant may transfer its rights as Declarant, or an entity which may succeed to such rights by operation of law. Members of Class A shall have one vote for each acre or part thereof in a Lot or Tract and Members shall pay all assessments as set forth in the Declaration. Class A Membership shall commence upon the transfer of title to a Lot or Tract to an Owner other than the Declarant.

8.1.2 Class B shall consist of the Declarant. The Class B Member shall pay no assessments. The Class B Member shall have fifty (50) votes for every acre or portion thereof owned by the Declarant in the Property subject to the Declaration. The Class B membership shall exist for only so long as the Declarant shall own any of the Property subject to the Declaration, after which time the Class B membership shall cease to exist.

8.1.3 Any person or entity who holds any interest merely as security for the performance of any obligation shall not be a Member.

8.2 The Association membership of each Owner shall be appurtenant to the Lot or Tract giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot or Tract and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new owner thereof. All voting rights and procedures within the Association shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws. If the Member is a corporation, partnership, limited liability company or other business entity, such Member shall designate in writing the name of the person to vote on behalf of the Member. If title to a Lot or Tract is held by multiple persons, such persons must designate in writing the name of the person to vote for such Member.

ARTICLE IX DIRECTORS AND OFFICERS

The affairs of this Association shall be managed by a Board of Directors, and the affairs of the Association shall be administered by the officers. All matters regarding the directors and other officers of the Association, including numbers, election, duration, and the like, shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws. The names and addresses of the Board of Directors are as follows:

Name:

Address:

Mark E. Patten

1530 Cornerstone Blvd., Suite 100
Daytona Beach, FL 32117

Daniel E. Smith

1530 Cornerstone Blvd., Suite 100
Daytona Beach, FL 32117

E. Scott Bullock

1530 Cornerstone Blvd., Suite 100
Daytona Beach, FL 32117

ARTICLE X INDEMNIFICATION

Every director and every officer of the Association on behalf of the Association, shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon such director or officer member in connection with any proceedings whether civil, criminal, administrative or investigative, or any settlement of any proceeding whether civil, criminal, administrative or investigative, or any appeal from such proceeding to which such person may be a party or in which such person may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not such person is serving in such capacity at the time such expenses are incurred, regardless of by whom the proceedings were brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approved 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 member may be entitled. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall be primarily determined that he is not to be indemnified by the Association as authorized in these Articles of Incorporation. The Association shall have the power to purchase at its expense and to maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XI BYLAWS

The Bylaws of the Association have been adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII AMENDMENTS

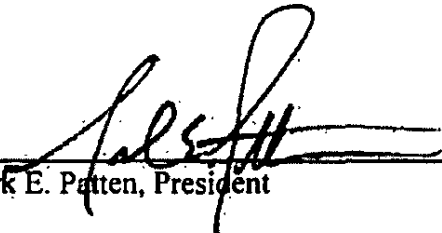
Amendments to these Articles shall be made in accordance with the provisions of this Article XII. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be

either the annual or a special meeting. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting. At such meeting, a vote of the Members to vote thereof shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a seventy-five percent (75%) majority of the votes of Members entitled to vote thereon. Any number of amendments may be submitted to the Members and voted upon by them at one meeting. No amendment shall make any changes in the qualifications for membership. No amendment shall be made that is in conflict with the Declaration.

ARTICLE XIII NON-STOCK OPTION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership, which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed this Amended and Restated Articles of Incorporation as of the 1st day of January, 2016.



Mark E. Patten, President