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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FORMOSA CORNERS HOMEOWNERS' ASSOCIATION, INC.

(A Florida Not-for-Profit Corporation)

ARTICLE I.

NAME

The name of the corporation shall be FORMOSA CORNERS HOMEOWNERS' ASSOCIATION, INC. (the "Association").

ARTICLE II.

REGISTERED AGENT

The initial registered agent of the Association shall be William E. Murphy, whose address is 940 North Highland Avenue, Suite 200, Orlando, Florida 32803.

ARTICLE III.

PRINCIPAL OFFICE

The principal office of the Association is 2400 Formosa Avenue, Orlando, Florida 32803.

ARTICLE IV.

COMMENCEMENT AND DURATION

The Association's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE V.

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance,

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preservation and control of the common areas and residence lots within that certain tract of property described on Exhibit A, attached hereto and made a part hereof. Other purposes are as follows:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Restrictive Covenants, or Easements and Party Wall Agreement, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court in and for Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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) to dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(d) to have to exercise, any and all power, rights and privileges which a corporation may do and perform, including those generally allowed by the laws of Florida relative to nonprofit corporation, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its

corporate functions, powers and rights.

#### ARTICLE VI.

##### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any residence lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any residence lot which is subject to assessment by the Association.

#### ARTICLE VII.

##### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners of residential lots except William E. Murphy, and shall be entitled to one vote for each residence lot owned. When more than one person holds an interest in a given residence lot, all such persons shall be members and the vote for such residence lot shall be exercised as they determine among themselves, but in no event shall more than one vote be cast with respect to any residence lot.

Class B. The Class B member shall be William E. Murphy, who shall be entitled to exercise three (3) votes for each residence lot owned by him. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership equal to the total votes outstanding in Class B membership, or on January 1,

2005, whichever first occurs, or upon voluntary cancellation by William E. Murphy. So long as there is Class B membership the following actions require prior approval of FHA/VA: Annexation of additional properties, dedication of common area, dissolution, and amendment of the Articles of Incorporation.

#### ARTICLE VIII.

##### BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of no more than five (5) nor less than three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who initially are to act in the capacity of directors until the selection of their successors in the manner specified in the Bylaws are:

<u>NAME</u>	<u>ADDRESS</u>
William E. Murphy	940 North Highland Avenue Suite 200 Orlando, Florida 32803
Anne Shard-Adams	940 North Highland Avenue Suite 200 Orlando, Florida 32803
Cheryl Murphy	940 North Highland Avenue Suite 200 Orlando, Florida 32803

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the unanimous written consent of all members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed as provided in the Declaration.

ARTICLE X.

INCORPORATOR

The name and address of the incorporator of these Articles is:

William E. Murphy  
940 North Highland Avenue  
Suite 200  
Orlando, Florida 32803

ARTICLE XI.

AMENDMENTS

Amendments to these Articles of Incorporation shall be by resolution of at least two-thirds (2/3) of all members then entitled to vote.

Anne E. Shard Adams  
ANNE SHARD ADAMS  
DIRECTOR

4-15-05  
Date

**Exhibit "A"**

Lot 103 and the East  $\frac{1}{2}$  of Lot 104, HILLCREST HEIGHTS 2<sup>ND</sup> ADDITION, according to the Plat thereof recorded in Plat Book J, Page 1, Public Records of Orange County, Florida.

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is Formosa Corners Homeowners' Association, Inc.

The name and address of the registered agent and office is:

William E. Murphy  
940 North Highland Avenue  
Suite 200  
Orlando, Florida 32803

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
William E. Murphy

Date

4-14-05



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FORMOSA CORNERS HOMEOWNERS' ASSOCIATION, INC.**

**(A Florida Not-for-Profit Corporation)**

Document No. N04000011936

**Amendments Adopted:** Renumbering of Articles; amendment to Articles VIII and IX. See attached Amended and Restated Articles of Incorporation.

**Date of Adoption:** April 14, 2005

**Adoption of Amendments:** There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.