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Amended And  
Restated Art

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11 JUL 29 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 19, 2011

FRANK LAFALCE, ESQ.  
ANTHONY & PARTNERS  
201 N FRANKLIN ST STE 2800  
TAMPA, FL 33602

SUBJECT: WESTCHASE COMMONS OWNER'S ASSOCIATION, INC.  
Ref. Number: N05000001369

We have received your document for WESTCHASE COMMONS OWNER'S ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts  
Regulatory Specialist II

Letter Number: 211A00017024

**ANTHONY & PARTNERS**  
**ATTORNEYS AT LAW**

813-273-5609

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ANTHONYANDPARTNERS.COM

July 28, 2011

**VIA FEDERAL EXPRESS**

Attention: Ms. Tina Roberts,  
Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Amended and Restated Articles of Incorporation Westchase Commons**  
**Reference No.: N05000001369**

Dear Ms. Roberts:

In response to your letter dated July 19, 2011, a copy of which is attached, enclosed please find the Amended and Restated Articles of Incorporation of Westchase Commons Owner's Association, Inc., together with the appropriate Adoption of Amendment.

Provided you find the documentation appropriate for filing, please return proof of same to my office. However, should you require anything additional, please contact me directly.

Thank you for your kind assistance in this matter.

Very truly yours,



Frank A. Lafalce

FAL/ck

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**WESTCHASE COMMONS OWNER'S ASSOCIATION, INC.**

(Adopted June, 2011)

FILED  
JUL 29 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to §§617.1006 and 617.1007 of the Florida Business Corporation Act, the Articles of Incorporation of WESTCHASE COMMONS OWNER'S ASSOCIATION, INC. originally filed with the Secretary of the State of Florida on February 9, 2006 are hereby amended and restated in their entirety as follows:

Pursuant to §§ 617.1 006 and 617.1007 of the Florida Business Corporation Act, the following amendment and restatement of the Articles of Incorporation of WESTCHASE COMMONS OWNER'S ASSOCIATION, INC. was duly authorized and adopted by unanimous written consent of the shareholders of Westchase Commons Owner's Association, Inc. in accordance with §§ 617.0704 and 617.1003 of the Florida Business Corporation Action.

**I. NAME AND ADDRESS**

The name of this corporation shall be WESTCHASE COMMONS OWNER'S ASSOCIATION, INC. (sometimes hereinafter referred to as the "Association"). The address of the Association shall be, c/o 13509 W. Linebaugh Avenue, Suite 102, Tampa, Florida 33626, or such other address as the Association may hereafter select.

**II. PURPOSES**

The general nature, objects and purposes for which the Association has been organized are as follows:

A. To operate and manage Westchase Commons, a professional office center located in Hillsborough County, Florida, and to do, perform or provide any other acts, services or matters whatsoever that are not in conflict with these Articles or the By-Laws and that may be

allowed by Chapter 617, Florida Statutes or any successor statute thereto.

### **III. GENERAL POWERS**

The general powers that the Association shall have are as follows:

A. To hold funds for the benefit of the members of the Association (the "Members") for purposes set forth in these Articles of Incorporation and in the By-Laws and in a certain Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Hillsborough County, Florida (the "Declaration").

B. To own and convey property.

C. To operate and maintain the surface water management system facilities located within Westchase Commons, 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.

D. To contract for services to provide for operation and maintenance of the surface water management system facilities within Westchase Commons.

E. To establish rules and regulations governing Westchase Commons and the Members.

F. To levy assessments upon Members and enforce payment and collection of same.

G. To sue and be sued.

H. To require all owners of property within Westchase Commons to be Members.

I. To have, in general, all powers conferred upon a not for profit corporation by the laws of the State of Florida, except, as prohibited herein, which are necessary or convenient to accomplish any of the objects and purposes for which the Association is organized.

#### **IV. BOARD OF DIRECTORS**

A. The affairs of the Association shall be managed and directed by a Board of Directors which shall include at least three (3) Directors. Only individuals may serve as Directors. The initial Board shall consist of three (3) Directors appointed by the Developer. The By-Laws shall provide (i) the manner in which Directors are to be appointed or elected, (ii) the manner in which vacancies on the Board are to be filled, (iii) the manner in which Directors may be removed from office, and (iv) that the Developer shall have the right to appoint one (1) Director of the Board for so long as Developer owns any portion of the Property, as defined in the Declaration. Each Member shall be entitled to the one (1) vote for each Parcel which is owned by such Member.

B. The names and addresses of the members of the current Board who, subject to these Articles of Incorporation and the By-Laws of the Association, shall hold office until their successors are elected or appointed and have qualified in accordance with the By-Laws, are as follows:

NAME	ADDRESS
Paul Sickmon	13063 W. Linebaugh Ave Tampa, Florida 33626
Alton Cates	13059 W. Linebaugh Avenue, Suite 102, Tampa, Florida 33626
Pamela Garcia	137 Brent Circle Tampa, Florida 34677
Steve Tingiris	10343 W. Linebaugh Avenue, Tampa, Florida 33626

## **V. OFFICERS**

A. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. One (1) person may concurrently hold two (2) or more offices. Officers shall be elected by a majority vote of the Board in accordance with the procedures set forth in the By-Laws. The By-Laws shall provide the manner in which (i) the duties of each officer are to be determined, (ii) officers are to be appointed or elected, (iii) vacancies in any position are to be filled, and (iv) the manner in which officers may be removed from office.

B. The names of the officers who, subject to these Articles of Incorporation and the By-Laws, currently in office or until their successors are duly elected and have qualified are:

President	Pamela Garcia
Vice President	Paul Sickmon
Treasurer/Secretary	Alton Cates

## **VI. REGISTERED OFFICE AND REGISTERED AGENT**

The name of the Association's registered agent is Alton Cates, and the street address of the corporation's initial registered office is 13509 W. Linebaugh Avenue, Suite 102, Tampa, Florida 33626. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

## **VII. CORPORATE EXISTENCE**

The Association shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. If the Association is dissolved, the control or right of access to the property which is the subject of these Articles shall be conveyed or dedicated to an

appropriate governmental unit or public utility and that if not accepted, then this property shall be conveyed to a non-profit corporation similar to the Association.

### **VIII. BY-LAWS**

The Board shall adopt By-Laws consistent with these Articles. The Association reserves to the Board the right to modify, amend or rescind the By-Laws from time to time in whole or in part only by a majority vote of the Directors present at any duly called and convened meeting of the Board at which a quorum is present.

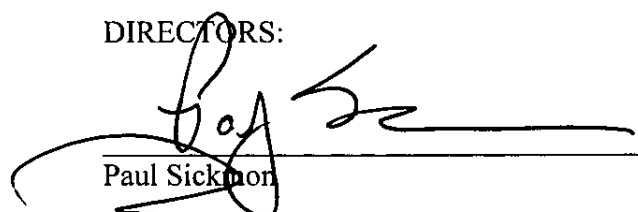
### **IX. AMENDMENT TO ARTICLES OF INCORPORATION**

A. These Articles may be altered, amended or rescinded only, and not otherwise, after a majority of the Directors present at a duly called and convened meeting has adopted a resolution approving the proposed alteration, amendment or rescission, and the proposed alteration, amendment or rescission is submitted to a vote of the Members at either an annual or special meeting and is approved by a majority of the Members present at the duly called and convened meeting at which a Quorum is present.

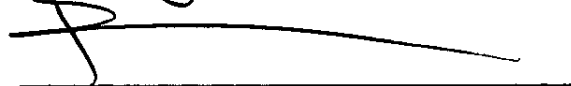
B. The rights, interests and privileges conferred upon any Member by these Articles of Incorporation are subject to the right of the Association to alter, amend or rescind these Articles of Incorporation.

EXECUTED: June 28, 2011.

DIRECTORS:

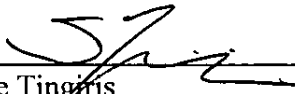



Paul Sickmon



Pamela Garcia




  
Steve Tingiris

  
Alton Cates

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above state corporation, I hereby accept appointment as its 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 obligations of my position as registered agent.

  
\_\_\_\_\_  
Alton Cates

The date of each amendment(s) adoption: 7-25-11  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7-25-2011

Signature Alton K. Cates Jr.  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Alton K. Cates Jr.  
(Typed or printed name of person signing)

Secretary  
(Title of person signing)