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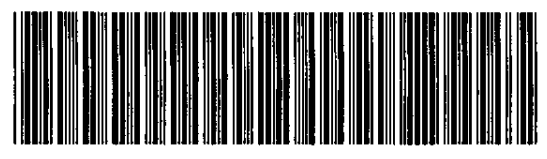
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**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Oxford Manor Homeowners Association, Inc.

DOCUMENT NUMBER: N05000009244

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William T. Link, Esq.

(Name of Contact Person)

Reed & Mawhinney, P.L.

(Firm/ Company)

1828 S. Florida Ave.

(Address)

Lakeland, FL 33803

(City/ State and Zip Code)

will@polklawyer.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William T. Link

(Name of Contact Person)

at ( 863 ) 687-1771

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OXFORD MANOR HOMEOWNERS ASSOCIATION, INC.**

**FILED**  
12 DEC 26 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation, which did not require a vote of the membership, were unanimously adopted by the Board of Directors of OXFORD MANOR HOMEOWNERS ASSOCIATION, INC. on the 2<sup>ND</sup> day of DECEMBER, 2012.

Pursuant to the provisions of sections 617.1006 and 617.1007, Florida Statutes, this *Florida not for profit corporation* amends and restates, in its entirety, its Articles of Incorporation originally filed with the Florida Secretary of State on September 8, 2005 and having Document Number N05000009244 as follows:

**ARTICLE I  
NAME**

The name of the corporation is **OXFORD MANOR HOMEOWNERS ASSOCIATION, INC.** ("Association").

**ARTICLE II  
PRINCIPAL OFFICE**

The current principal office of the Association is located at:

5410 Oxford Manor Circle  
Lakeland, Florida 33810

The principal office of the Association may change from time to time as authorized by the Board of Directors.

**ARTICLE III  
PURPOSES AND POWERS**

The Association exists to (i) promote the health, safety, and social welfare of the owners of all lots located within OXFORD MANOR, a subdivision located in Lakeland, Florida ("Subdivision"), (ii) own, operate, and maintain all portions of the Subdivision and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Declaration of Covenants, Conditions and Restriction recorded in Official Records Book 6382, Page 978, as it may be amended from time to time ("Declaration"), and (iii) to operate without profit and for the sole and exclusive benefit of its members.

The Association shall have the following general powers:

A. To purchase, own, hold, improve, build upon, operate, maintain, convey, transfer, dedicate for public use, accept, lease, or otherwise acquire title to, and to hold,

mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient of carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Amended and Restated Articles of Incorporation ("Articles") and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix annual, regular, and special assessments to be levied against all lots within the Subdivision which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements. To use the proceeds of assessments in the exercise of its powers and duties.

C. To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles.

E. To adopt, promulgate, and enforce rules, regulations, bylaws, declarations, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of property of the Association where it is deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

I. To enforce, by any and all lawful means, the provisions of these Articles, the Bylaws of the Association, and the terms and provisions of the Declaration.

J. To purchase, where it is deemed appropriate or necessary, insurance upon the Association property for the protection of the Association and its members.

K. To enter into contracts and agreements for providing services to the Association.

L. To purchase lots in the Subdivision, to foreclose on Association liens against lots of owners, to convey, lease, mortgage, and improve lots owned by the Association.

M. To operate any storm water management and discharge facility serving the Subdivision. To operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

N. In general, to have all powers that may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

O. To dedicate, sell, lease, or transfer all or any part of the common areas of the Subdivision to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such transfer or dedication shall be effective unless a written instrument has been signed by eighty percent (80%) of the members consenting to a dedication, sale or transfer.

P. To borrow money, and to mortgage, pledge, or hypothecate any or all of the real or personal property of the Association as security for money borrowed or debts incurred, provided that no such borrowing, mortgaging, pledging or hypothecation shall be effective unless a written instrument has been signed by two thirds (2/3rds) of the members of the Association, who are in good standing, consenting to such action.

#### **ARTICLE IV MEMBERS**

The members of this Association shall consist of all owners of lots in the Subdivision. Owners of such lots shall automatically become members upon acquisition of a freehold estate (that being a fee simple or life estate) in their respective lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more lots so long as such member owns at least one lot.

The interest of a member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the lot that is the basis of his or her membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving the name of each owner of the lot, address and lot number and providing a copy of the recorded deed instrument provided, however, that any notice given to or vote accepted from the prior owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may (but shall not be required to) search the public records of Polk County, Florida or make other

inquiry to determine the status and correctness of the list of members of the Association maintained by him or her and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

## **ARTICLE V VOTING RIGHTS AND QUORUM**

The Association shall have a single class of voting membership.

Each lot in the Subdivision, regardless of the number of owners, shall be entitled to one (1) vote in all Association matters submitted to the membership and such vote may be cast by the lot owner, the spouse of the lot owner, or by a lawful proxy as provided hereinafter. If a lot has more than one (1) owner, the vote for such lot shall be exercised as such owners determine between or among themselves, but in no event shall more than one (1) vote be counted with respect to any lot. If only one (1) co-owner of a lot attempts to cast the vote for a lot, it shall be conclusively presumed that such co-owner is authorized on behalf of all co-owners to cast a vote for such lot. If two (2) or more inconsistent votes are cast on behalf of a lot, the votes shall not be counted. If two (2) or more consistent votes are cast on behalf of a lot, the votes shall count as a single vote on behalf of the lot.

A member not in good standing with the Association shall include a member that failed to pay any assessments, charges, or costs of the Association during the time period allowed for the payment of such item. A member not in good standing with the Association may be denied the right to (i) vote on matters presented to the membership of the Association, (ii) hold office within the Association, and (iii) to use recreational or other facilities within the common areas of the Association, if any.

In accordance with Chapter 720.306(1) Florida Statutes, the percentage of members required to constitute a quorum at a meeting of the members will be thirty percent (30%) of the total voting interests. Except as otherwise stated, decisions that require a vote of the members must be made by concurrence of at least a majority of the members present, in person or by proxy, at a meeting at which a quorum has been attained.

## **ARTICLE VI BOARD OF DIRECTORS**

A Board of Directors currently consisting of three Directors shall manage the affairs of the Association. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) or more than nine (9) Directors. All Directors shall be members of the Association and residents of the State of Florida.

All Directors shall be elected on a staggered two-year-term basis. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board of Directors, such Directors shall be elected for one- or two-year terms (the Director(s) receiving the most votes shall serve a two year term, and the other

Director(s) elected shall serve a one year term) as may be appropriate to make even, or as nearly as even as possible, the number of Directors having terms expiring each year. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal, or death. Directors may serve successive terms without limitation.

Any elected Director may be removed from office with or without cause by majority vote of the members at any special or regular meeting after proper notice of the vote has been served on the members, but not otherwise.

The names, addresses, and expiration of current term for the current Directors are as follows:

<u>Name:</u>	<u>Address:</u>	<u>Term Ends:</u>
George Stone	5410 Oxford Manor Circle Lakeland, Florida 33810	12/31/2013
Justin Star	5357 Oxford Manor Circle Lakeland, Florida 33810	12/31/2013
John Gracik	5416 Oxford Manor Circle Lakeland, Florida 33810	12/31/2013

#### **ARTICLE VII OFFICERS**

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a one (1) year term in accordance with the procedure set forth in the Bylaws.

The names and addresses for the current Officers of the Association are:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	George Stone	5410 Oxford Manor Circle Lakeland, Florida 33810
Vice President	Justin Star	5357 Oxford Manor Circle Lakeland, Florida 33810
Treasurer	John Gracik	5416 Oxford Manor Circle Lakeland, Florida 33810

Secretary

Tabitha Hall

5431 Oxford Manor Circle  
Lakeland, Florida 33810

### **ARTICLE VIII CORPORATE EXISTENCE**

The Association shall have a perpetual existence.

### **ARTICLE IX DISSOLUTION**

The Association may be dissolved with the consent given in writing and signed by eighty percent (80%) of the membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the Association's assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

### **ARTICLE X BYLAWS**

The bylaws of the Association were originally adopted by the Board of Directors on August 25, 2005. The bylaws may be amended at a regular or special meeting of the Members of the Association by a majority vote of a quorum of Members in good standing who are present at a meeting of the members, in person or by proxy, as further described in the bylaws. Although the bylaws were originally recorded in the public records of Polk County, Florida there shall be no duty or obligation for the Association to similarly record properly adopted amendments and modifications to the bylaws for such amendments and modifications to be effective.

### **ARTICLE XI AMENDMENT**

These Articles may be altered, amended, or repealed by the affirmative vote of the holders of eighty percent (80%) of the total votes of the Association membership present at a meeting called for the purpose of considering the amendment of these Articles, or by resolution unanimously adopted by the Board of Directors; provided, however, that no amendment shall be effective to impair or dilute voting rights or a lot owner's right to be a member of the Association without the prior written consent of such lot owner(s).

### **ARTICLE XII INDEMNIFICATION**

The Association shall, and does hereby, indemnify any persons ("Indemnitees") for any and all liability arising from their official capacity or from acts committed by



them (or failure to act by them) in their official capacity as officers or directors of the Association, including acts which are adjudged by a court of law to having constituted negligence or misconduct in the performance of their duty to the Association. The association will reimburse Indemnitees for any and all actual and reasonable expenses, including, without limitation, reasonable attorneys' fees and court costs in trial and appellate tribunals ("Expenses"). Notwithstanding anything to the contrary herein, the Association will not indemnify Indemnitees for any liabilities or expenses incurred for actions constituting gross negligence or willful misconduct. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which Indemnitees are entitled

**ARTICLE XIII  
SUBSCRIBER**

The name and address (address as of the date the Association was incorporated) of the subscribing incorporation of the original Articles of Incorporation was:

Name:

Address:

Robert J. Adams

3020 S. Florida Ave., Suite 101  
Lakeland, FL 33803

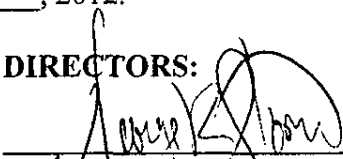
**ARTICLE XIV  
REGISTERED AGENT**

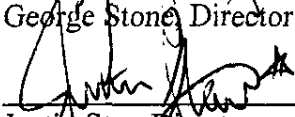
*Lakeland* The registered office of the Association is currently 1828 S. Florida Avenue, Florida 33803, and the registered agent at such address shall be Andrew M. Reed, Esq. The acceptance and appointment of the registered agent appears at the end of these Articles.

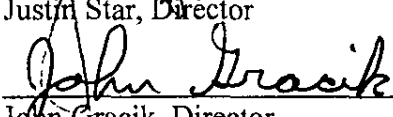
***SIGNATURE PAGE FOLLOWS***

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors, have executed these Amended and Restated Articles of incorporation as of the 20<sup>th</sup> day of DECEMBER, 2012.

**DIRECTORS:**

  
George Stone, Director

  
Justin Star, Director

  
John Gracik, Director

**STATE OF FLORIDA  
COUNTY OF POLK**

Before me, a Notary Public duly authorized to take acknowledgments, personally appeared George Stone, Justin Star, and John Gracik the current Directors of OXFORD MANOR HOMEOWNERS ASSOCIATION, INC., to me known to be the persons described as subscribers in and who executed the foregoing amended and restated articles of incorporation of OXFORD MANOR HOMEOWNERS ASSOCIATION, INC.

WITNESS my hand and official seal in the County and State aforesaid, this 2<sup>nd</sup> day of December, 2012.



  
NOTARY PUBLIC

My commission expires 2016

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

I, Andrew M. Reed, Esq., accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

  
Andrew M. Reed, Esq.