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BARBADOS AT THE OASIS HOMEOWNERS' ASSOCIATION, INC.

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February 12, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations
BARRADOS AT THE OASIS HOMEOWNERS' ASSOCIATION, INC.
12448 S.W. 127TH AVENUE
MIAMI, FL 33186

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**ARTICLES OF AMENDMENT AND RESTATEMENT TO
ARTICLES OF INCORPORATION
OF
BARBADOS AT THE OASIS HOMEOWNERS' ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

The Articles of Incorporation of Barbados at the Oasis Homeowners' Association, Inc., filed with the Florida Secretary of State on January 11, 2006, are hereby replaced in their entirety by the Amended and Restated Articles of Incorporation of Barbados at the Oasis Homeowners' Association, Inc., attached hereto and made a part hereof.

SECOND: The date of adoption of the amendment was January 18, 2007.

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The Amendment was adopted by the members and the number of votes cast for the Amendment was sufficient for approval.
- ☒ There are no members entitled to vote on this amendment. The Amendment was adopted by the Board of Directors.

Signature of Chairman, Vice Chairman, President or other officer

Typed or printed name

Title

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARBADOS AT THE OASIS
HOMEOWNERS' ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARBADOS AT THE OASIS
HOMEOWNERS' ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not-for-profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is Barbados at the Oasis Homeowners' Association, Inc. ("Association").
2. Principal Office. The principal office of Association is 730 N.W. 107 Avenue, Fourth Floor, Miami, Florida 33172.
3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 200 South Biscayne Blvd., Suite 3400, Miami, Florida 33131. The name of the Registered Agent of Association is:

JEFFREY R. MARGOLIS, P.A.

4. Definitions. A declaration entitled Declaration for Barbados at the Oasis (the "Declaration") will be recorded in the Public Records of Miami-Dade County, Florida, and shall govern all of the operations of a community to be known as Barbados at Oasis. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of Association. Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of Association and the Owners; (d) promote the health, safety and welfare of the Owners.

6. Not for Profit. Association is a not-for-profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of Association. Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1 To perform all the duties and obligations of Association set forth in the Declaration and By-Laws, as herein provided.

7.2 To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding Association and Barbados at Oasis.

7.3 To operate and maintain the Surface Water Management System as required by the Permit and Declaration, including the lake and mitigation areas, if applicable.

7.4 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Amended and Restated Articles and By-Laws.

7.5 To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of Association.

7.6 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of Association except as limited by the Declaration.

7.7 To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.8 To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of Barbados at Oasis to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

Barbados at the Oasis
Amended and Restated Articles

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7.9 To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.10 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Association, Barbados at Oasis, the Common Areas, Lots and, as provided in the Declaration, to effectuate all of the purposes for which Association is organized.

7.11 To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.

7.12 To employ personnel and retain independent contractors to contract for management of Association, Barbados at Oasis, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

7.13 To contract for services to be provided to, or for the benefit of, Association, Owners, the Common Areas, and Barbados at Oasis as provided in the Declaration, such as, but not limited to, Telecommunications Services, maintenance, garbage pick-up, and utility services.

7.14 To establish committees and delegate certain of its functions to those committees.

7.15 To contract with the District for any lawful purpose.

8. Voting Rights. Owners and Developer shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of Association shall be managed by a Board of odd number with not less than three (3) nor more than nine (9) members. Board members shall be appointed and/or elected as stated in the By-Laws. The election of directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Mercedes Henderson	730 N.W. 107 Avenue Fourth Floor Miami, Florida 33172
Miguel Avila	730 N.W. 107 Avenue Fourth Floor Miami, Florida 33172
Sylvia Sierra	730 N.W. 107 Avenue Fourth Floor Miami, Florida 33172

10. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any member may petition the circuit court having jurisdiction of the judicial circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In addition, if Association is dissolved, the Surface Water Management System shall be conveyed to an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar non-profit corporation.

11. Duration. Association shall have perpetual existence.

12. Amendments.

12.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Amended and Restated Articles shall affect the rights of Developer unless such amendment receives the prior written consent of Developer, which may be withheld for any reason whatsoever.

12.2 Amendments Prior to and Including the Turnover Date. Prior to and including the Turnover Date, Developer shall have the right to amend these Amended and Restated Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Developer's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Amended and Restated Articles prior to and including the Turnover Date,

Barbados at the Oasis
Amended and Restated Articles

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Association must first obtain Developer's prior written consent to any proposed amendment. After receiving Developer's consent to the proposed amendment, an amendment identical to that approved by Developer may be adopted by Association pursuant to the requirements for amendments after the Turnover Date. After approval of the amendment by the Board, Developer shall join in such identical amendment so that its consent to the same will be reflected.

12.3 Amendments After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Amended and Restated Articles may be amended with the approval of (i) sixty-six and two-thirds percent (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of the votes present, in person or by proxy, at a duly noticed meeting of the members of Association at which there is a quorum.

13. Limitations.

13.1 Declaration is Paramount. No amendment may be made to these Amended and Restated Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2 Rights of Developer. There shall be no amendment to these Amended and Restated Articles which shall abridge, reduce, amend, effect or modify the rights of Developer.

13.3 By-Laws. These Amended and Restated Articles shall not be amended in a manner that conflicts with the By-Laws.

14. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the officers who shall serve until their successors are elected by the Board are as follows:

President	Mercedes Henderson 730 N.W. 107 Avenue, Fourth Floor Miami, Florida 33172
Vice President	Miguel Avila 730 N.W. 107 Avenue, Fourth Floor Miami, Florida 33172
Secretary/Treasurer	Sylvia Sierra 730 N.W. 107 Avenue, Fourth Floor Miami, Florida 33172

15. Indemnification of Officers and Directors. Association 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 such director or officer may be made a party by reason of being or having been a director or officer of Association, including reasonable counsel fees and paraprofessional fees, pre-trial and at all levels of proceedings, including appeals. This indemnification shall not apply to matters wherein the director or officer 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 other rights to which such director or officers may be entitled.

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16. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its directors or officers or Developer, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are officers, directors or employees or otherwise interested 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 thereof which authorized the contract or transaction, or solely because said officers' or directors' votes are counted for such purpose. No director or officer of Association shall incur Liability by reason of the fact that such director or officer may be interested in any such contract or transaction. Interested directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the incorporator of this Association, has executed these Amended and Restated Articles of Incorporation as of this 24th day of January, 2007.

WITNESSES:

Print name:

Print name:

Jeffrey R. Margolis, Esq.,
Incorporator

STATE OF FLORIDA

SS.:

COUNTY OF MIAMI-DADE

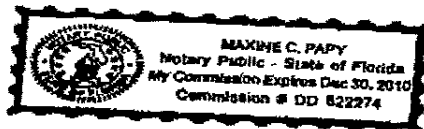
The foregoing instrument was acknowledged before me this 24 day of January, 2007 by Jeffrey R. Margolis, Esq. who is personally known to me.

My commission expires:

NOTARY PUBLIC

State of Florida at Large

Print Name



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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 24 day of January 2007.

JEFFREY R. MARGOLIS, F.A.

By: 

Jeffrey R. Margolis, Esq.,
as President