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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 14 2017  
S. YOUNG

JEFFREY L. DEES

1326 SOUTH RIDGEWOOD AVENUE

SUITE 10

DAYTONA BEACH, FLORIDA 32114

E-mail: [jdeeslaw@cs.com](mailto:jdeeslaw@cs.com)

TELEPHONE

(386) 265-0291

September 6, 2017

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

Re: Wilderwood Professional Centre Condominium Association, Inc.

Dear Sir:

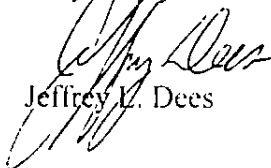
I am a Board Member and the Secretary of the above-referenced Association. Enclosed for filing, please find the following:

1. Amended and Restated Articles of Incorporation of Wilderwood Professional Centre Condominium Association, Inc., A Not-for-Profit Florida Corporation; and
2. Association check in the amount of \$35.00 payable to the Florida Department of State for the filing fee.

Please return all correspondence regarding this matter to me at the above address. If you have any questions, please call or email my office.

Thank you.

Very truly yours,



Jeffrey L. Dees

cc: Clifford E. Fisher, Jr.,  
Chairman and President

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
WILDERWOOD PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC.,  
A Not-for profit Florida Corporation

The undersigned execute these Amended and Restated Articles of Incorporation to set forth the rights and obligations of the Association, hereinafter defined, and to conform the provision of the Declaration of Condominium, also defined below.

ARTICLE I

Name

The name of the corporation is:

WILDERWOOD PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC., herein called the "Association".

The principle place of business and mailing address of this corporation is 1326 S. Ridgewood Avenue, Suite 7, Daytona Beach, Florida 32114.

ARTICLE II

Purpose

The purposes of the Association are to operate and manage WILDERWOOD PROFESSIONAL CENTRE, A CONDOMINIUM (the "Condominium"), a Condominium, located upon real property situated in Volusia County, Florida, pursuant to the Condominium Act, Florida Statutes, Chapter 718, and the Declaration of Condominium recorded at Official Records Book 2955, page 0067, Public Records of Volusia County, Florida, ("Declaration").

In operation of the Condominium, the Association will be as the agent of the owners of Units in the Condominium ("Owners"). The definitions set forth in the Declaration apply to the terms and provisions of these Articles of Incorporation.

ARTICLE III

Powers

The powers of the Association include and are governed by the following provisions:

A. The Association has all of the common law and statutory powers of a corporation, not-for-profit which are not in conflict with the terms of these Articles.

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B. The Association has all of the powers, authority, rights and duties set forth in the Condominium Act, except as altered as permitted in the Condominium Act by these Articles, the Bylaws and Declaration, and all of the powers and duties reasonably necessary to manage, maintain, operate and administer the Condominium pursuant to the Declaration of Condominium as it may be amended from time to time, including, but not limited to, the following:

1. To levy and collect Assessments against members, as Owners, to defray the costs, expenses and losses of the Condominium.

2. To use the proceeds of Assessments in the exercise of its power and duties.

3. To maintain, repair, replace, manage and operate the Condominium property, including the Association's right of access to each Unit in the Condominium during reasonable hours as may be necessary for maintenance, repair or replacement of any Common Elements located in or accessible from the Unit, and the right of access to each Unit at any time as may be necessary to make emergency repairs to prevent damage to Common Elements or other Units.

4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners.

5. To reconstruct after casualty and to further improve the Condominium Property.

6. To make and amend reasonable rules and regulations respecting the use of the Condominium Property.

7. To approve or disapprove the sale or lease of Units as provided by the Declaration of Condominium and Bylaws of the Association.

8. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Rules and Regulations for use of the Condominium Property.

9. To contract for the management of the Condominium and to delegate to such manager all or any part of powers and duties of the Association, except where the Declaration or law specifically prohibits the delegation of those powers or duties.

10. To employ personnel to perform the services required to maintain proper operation of the Condominium.

11. To sue or be sued with respect to the exercise or non-exercise of its powers.

12. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration or the Condominium Act.

13. To grant easements in the common elements for access to the Condominium Property to those providing service to the common elements or to the Units, and to grant utility and other public

easements to utility companies, governmental agencies and other public companies which serve the Condominium Property.

14. The Association has the power to purchase Units, and such other property (wherever situated) as may be approved by two-thirds (2/3) of the members as a group in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

#### ARTICLE IV

##### Members

A. The membership of the Association consists of the Developer, so long as it owns units in the condominium, and of all of the record owners of the Units in the Condominium. If the Condominium is terminated, the Association will consist of those persons (including, if appropriate, the Developer) who are members at the time of such termination and their heirs, legal representatives, successors and assigns.

B. Change of membership in the Association will be established by the recording in the Public Records of Volusia County, Florida, of a deed or other instrument establishing the record title to a Unit. The Unit Owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. The share of a member in the funds and assets of the Association cannot be sold, assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her Unit.

D. In all elections of the Association a member will be entitled to the number of votes set forth in the Declaration. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

#### ARTICLE V

##### Term

The existence of the Corporation shall be perpetual unless the Condominium is terminated pursuant to the provisions of its Declaration, and in the event of such termination, the Corporation shall be dissolved in accordance with the law.

#### ARTICLE VI

##### Directors

A. The affairs and property of the Association will be administered by a Board of Directors who have the powers and duties contained herein and set forth in Chapters 607, 617, and 718 of Florida Statutes. The Board of Directors will be the same body as is called the "board of administration" in

Chapter 718. The Board will consist of not less than three (3) nor more than nine (9) persons. The directors need not be members of the Association.

B. The directors of the Association will be elected at the annual meeting of the members in the manner specified in the Bylaws. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws.

C. The names and address of the members of the Board of Directors who adopted these amended and restated Articles of Incorporation, each of whom shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Clifford Fisher, Jr., 1326 S. Ridgewood Avenue, Suite 7&9, Daytona Beach, FL 32114;

Jeffrey Dees, 1326 S. Ridgewood Avenue, Suite 10, Daytona Beach, FL 32114;

David Batten, 1326 S. Ridgewood Avenue, Suite 17&18, Daytona Beach, FL 32114; and

Tara Corbin, 1326 S. Ridgewood Avenue, Suite 4, Daytona Beach, FL 32114.

## ARTICLE VII

### Officers

The affairs of the Association shall be managed by the duly constituted officers whose offices are set forth in the Bylaws. No member, except as an officer of the Association, shall have any authority to act for the Association. The officers shall be elected by the Board of Directors at the first meeting following each annual meeting of the members of the Association.

## ARTICLE VIII

### Indemnification

Every director and every officer of the Association will be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided, that in the event of a settlement, the indemnification will apply only when the Board of Directors approves such a settlement and reimbursement as being in the best interest of the Association. The foregoing rights of indemnification will be in addition to and not exclusive of all other rights of which such directors or officer may be otherwise entitled by law or contract. The rights of officers and employees to be indemnified may be further set forth in the Bylaws.

## ARTICLE IX

### 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 in the Bylaws.

## ARTICLE X

### Amendment of Articles

Further Amendment to the Amended and Restated Articles of Incorporation are to be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting of the members of the Association at which a proposed amendment is to be considered. Such written notice shall be given to each member in the manner and containing the information set forth in the Declaration and shall be posted at a conspicuous place on the Condominium Property at least fourteen (14) days prior to the meeting. The member may, however, waive notice of a meeting in the manner provided by law or in the Bylaws.

B. A resolution for the adoption of a proposed amendment may be proposed by either the Board of Directors acting upon a vote of the majority of the Directors or upon the application in writing of a majority of the members. A proposed amendment must be approved by at least two-thirds (2/3) of the votes cast at a duly called meeting of members.

C. No amendment shall be made that is in conflict with the Condominium Act, the Declaration of Condominium, or any applicable, local, state, or federal law or regulation.

D. A copy of each amendment to these Articles shall be filed with the Secretary of State of Florida and a certified copy shall be recorded in the Public Records of Volusia County, Florida.

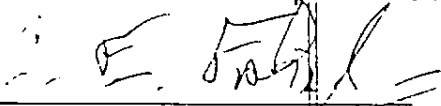
## ARTICLE XI

### Registered Agent

The street address of the registered office of this Association is: 1326 S. Ridgewood Avenue, Suite 7, South Daytona, Florida 32114, and the registered agent is Clifford E. Fisher, Jr.

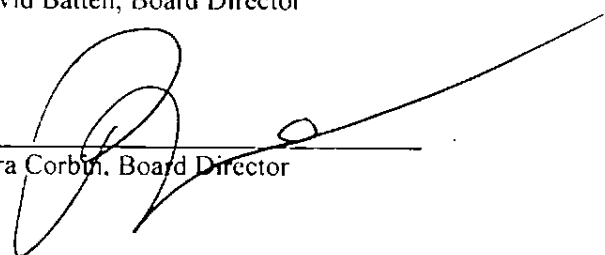
IN WITNESS WHEREOF, the undersigned, hereby all of the directors of the corporation affix their signatures this 24<sup>th</sup> day of August, 2017 after approval of these Amended and Restated Articles of Incorporation by at least two-thirds of the members present at a meeting called on said date for the

purpose of consideration and adoption hereof.

  
Clifford E. Fisher, Jr., Board Chairman

  
David Batten, Board Director

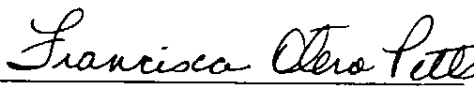
  
Jeffrey Dees, Board Director

  
Tara Corbin, Board Director

STATE OF FLORIDA  
COUNTY OF VOLUSIA

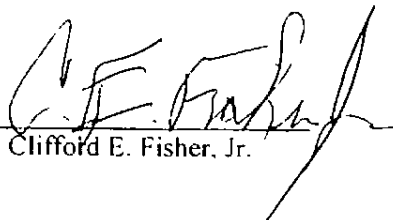
The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of AUGUST, 2017, by Clifford E. Fisher, Jr., Jeffrey Dees, David Batten and Tara Corbin, directors of Wilderwood Professional Centre Condominium Association, Inc., pursuant to the resolution adopted by the members of the Association.



  
Notary Public, State of Florida  
My Commission Expires:

OATH OF ACCEPTANCE

Having been named to accept service of process of the above-named Corporation at the place described in the Amended and Restated Articles of Incorporation, C.E. Fisher, Jr., hereby confirms to act in this capacity and agreed to comply with the provisions of Chapter 48, 607, and 617, Florida Statutes, relative to keeping said office open.

  
Clifford E. Fisher, Jr.