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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SORRENTO TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
SORRENTO TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

Pursuant to the Corporate Resolution of the Board of Directors adopted June 27, 2007, the corporation hereby files these Amended and Restated Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **SORRENTO TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation, hereinafter referred to as the "Corporation" or "Association." The principal place of business and the mailing address of this Corporation is 3721 S.W. 47<sup>TH</sup> Avenue, Suite #307, Fort Lauderdale, Florida 33314.

ARTICLE II. EXISTENCE

The Association shall have perpetual existence unless dissolved in accordance with the terms of these Articles of Incorporation.

ARTICLE III. PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for the enforcement of the Declaration of Covenants and Restrictions for SORRENTO TOWNHOMES, a residential townhome development in Miami-Dade County, Florida (the "Declaration") and any amendments thereto, and to provide for the maintenance and preservation of the Property as that term is defined in the Declaration, in a manner consistent with all government requirements. The Association shall levy and collect adequate assessments from members of the Association for the cost of maintenance and operation of the Property.

ARTICLE IV. MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any Lot, as that term is defined in the Declaration, which is subject to assessment by the Association, shall automatically be a member of the Association upon the recordation in the Public Records of Miami-Dade County, Florida, of the deed or other instrument establishing the acquisition. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot, which is subject to

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TALLAHASSEE, FLORIDA

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assessment, by the Association. Such membership shall automatically terminate when such person or entity is no longer the record owner of a Lot.

#### **ARTICLE V. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024, and the name of the registered agent of the corporation at the aforesaid address is Arnold M. Straus, Jr., Esquire.

#### **ARTICLE VI. INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

NAME	ADDRESS
Arnold M. Straus, Jr.	10081 Pines Boulevard, Suite C Pembroke Pines, Florida 33024

#### **ARTICLE VII. BOARD OF DIRECTORS**

The names and addresses of the persons who constitute the Board of Directors, until the selection and qualification of their successors, are:

David A. Spear	3721 S.W. 47 <sup>th</sup> Avenue, Suite #307 Fort Lauderdale, Florida 33314
Jeffrey Spear	3721 S.W. 47 <sup>th</sup> Avenue, Suite #307 Fort Lauderdale, Florida 33314
Diane Leonard	3721 S.W. 47 <sup>th</sup> Avenue, Suite #307 Fort Lauderdale, Florida 33314

The Directors of the Corporation shall be elected as provided in the By-Laws. Except for those Directors appointed by the Developer, pursuant to the Declaration, all other Directors must be Members of the Association to serve on the Board of Directors.

#### **ARTICLE VII. DISSOLUTION**

The Association may be dissolved pursuant to Florida Statutes, Chapter 617, only upon unanimous written consent by the Board of Directors and written consent by three quarters (3/4) of the Members. Upon dissolution of the Association, other than incident to

a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any corporation not-for-profit, association, trust, public agency or other organization provided that it is to be used for purposes similar to those for which this Association was created, and the Association shall be dissolved in accordance with law.

**ARTICLE IX. AMENDMENTS**

Amendments to these Articles of Incorporation shall require the approval of a minimum of two thirds (2/3) of the Board of Directors and shall be effective when a copy thereof has been filed with the Secretary of State of Florida and all filing fees have been paid. These Articles may not be amended in any manner which shall amend, modify or affect any terms and conditions, rights or obligations set forth in the Declaration.

I, David A. Spear, as Vice President of Sorrento Townhomes Homeowners Association, Inc., have executed these Amended and Restated Articles of Incorporation for SORRENTO TOWNHOMES HOMEOWNERS ASSOCIATION, INC. on this 28<sup>th</sup> day of June, 2007.



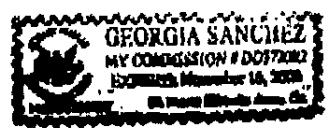
\_\_\_\_\_  
David A. Spear, Vice President

STATE OF FLORIDA    )  
                                  SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of June, 2007, by David A. Spear who is personally known to me.



\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



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MINUTES  
OF  
SPECIAL MEETING OF THE BOARD OF DIRECTORS

A Special Meeting of the Board of Directors of Sorrento Townhomes Homeowners Association, Inc. was held on Wednesday, June 27, 2007 at 10:00 a.m. at the corporate office. All Directors were present. Upon motion and unanimous vote, the Directors approved and adopted the Amended and Restated Articles of Incorporation for Sorrento Townhomes Homeowners Association, Inc. The number of votes cast for the amendment and restatement were sufficient for approval.

There being no further business, the meeting was adjourned at 10:30 a.m.



David A. Spear, Secretary

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