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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED ARTICLES OF INCORPORATION**

**OF**

**NABAVI SQUARE CONDOMINIUM ASSOCIATION, INC.**

**(a not-for-profit corporation)**

The undersigned members of the Board of Directors hereby submit these Amended & Restated Articles of Incorporation (the "Articles") for the purpose of amending and restating the Articles of Incorporation of Nabavi Square Condominium Association, Inc., a Florida not-for-profit corporation formed under The Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), and certify as follows:

**"ARTICLE I**  
**CORPORATE NAME;**  
**FILING OF ORIGINAL ARTICLES**

The name of the corporation is "*Nabavi Square Condominium Association, Inc.*" (the "*Association*"). The original Articles of Incorporation of the Association were filed with the Florida Department of State on December 04, 2006 (the "Original Articles"). These Articles shall supersede and replace the Original Articles in their entirety.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The Associations' principal office address and mailing address is:

9178 BAY POINT DRIVE  
ORLANDO, FL 32819

**ARTICLE III**  
**PURPOSES**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Nabavi Square Condominium, located in Orange County, Florida, and for any other lawful purpose. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director, or officer or the Association.

**ARTICLE IV**  
**POWERS AND DUTIES**

The powers of the corporation shall include and be governed by the following:

4.1 General. The corporation shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles and the Declaration, all the powers conferred by the Condominium Act upon a condominium association and all the powers set forth in the Declaration which are lawful.

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4.2 Enumeration. This Association shall have all of the powers and duties set forth in the appropriate Florida Statutes except as limited by these Articles and the Bylaws, and all of the powers and duties reasonably necessary to operate the Association as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

(a) To operate and manage the Condominium and Common Elements in accordance with the purpose, including, but not limited to, the following:

(b) To make and collect Assessments and other charges against Association members and to use the proceeds thereof in the exercise of its powers and duties.

(c) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(d) To maintain, repair, replace and operate the Common Elements.

(e) To purchase insurance upon the Property and insurance for the protection of the Corporation, the Association, its officers, directors and Owners. To reconstruct improvements upon the Property after casualty and to further improve the property.

(f) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Owners.

(g) To enforce by legal means the provisions of Florida Statutes as they may apply, these Articles, the Bylaws, and the rules and regulations for the use of the Property, subject, however to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth herein and/or in the Bylaws.

(h) To contract for the management and maintenance of the Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by these Articles, the Bylaws and Florida Statutes, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association. The Association shall have and does hereby retain the right to manage and maintain the landscaping and irrigation on all Units within the Association.

(i) To employ personnel to perform the services required for the proper operation of the Association.

4.3 Distribution of Income. Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred to another nonprofit corporation or a public agency.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Bylaws and appropriate Florida Statutes.

#### ARTICLE V MEMBERS

5.1. Membership. The members of the Association shall consist of all record owners of legal title in one or more parcels in the Condominium, as further provided in the Bylaws and Declaration of Condominium. Each Owner of a Unit shall be a member. Any member may own more than one Unit.

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After termination of the Association, the members, for purposes of Section 718.117(12)(b) of the Florida Statute, shall consist of those who are unit owners at the time of such termination.

5.2 Assignment. The rights, titles, duties and responsibilities of a member in the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that Unit is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, voting rights shall be exercised as provided in the Declaration of Condominium and the Bylaws.

5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

#### ARTICLE VI TERM

The term for this Association shall be perpetual, unless earlier dissolved or liquidated in accordance with the Bylaws.

#### ARTICLE VII DIRECTORS

7.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided in the Bylaws, but which shall consist of not less than three (3) directors. The method of election of directors shall be as stated in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Directors need not be members of the Association.

7.2 Duties and Powers. All of the duties and powers of the Association and these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners when such approval is specifically required.

7.3 Directors. The names and addresses of the members of the Board of Directors who are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott A. West	9178 Bay Point Dr. Orlando, FL 32819
Laurie W. West	9178 Bay Point Dr. Orlando, FL 32819
Catherine Terrie Wood	9178 Bay Point Dr. Orlando, FL 32819

#### ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

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President: Scott A. West  
9178 Pay Point Dr.  
Orlando, FL 32819

Secretary: Scott A. West  
9178 Pay Point Dr.  
Orlando, FL 32819

Treasurer: Scott A. West  
9178 Pay Point Dr.  
Orlando, FL 32819

**ARTICLE IX**  
**INDEMNIFICATION**

9.1 **Indemnification.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

9.2 **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 11.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.3 **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

9.4 **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

9.5 **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

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9.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE X**  
**BYLAWS**

The Bylaws of the Association may be altered, amended or rescinded in the manner provided in the Bylaws.

**ARTICLE XI**  
**AMENDMENTS**

These Articles may be amended pursuant to the requirements set forth in the Bylaws.

**ARTICLE XII**  
**DISSOLUTION**

The Corporation may be dissolved as provided by Florida law. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes, in accordance with applicable law.

**ARTICLE XIII**  
**INCORPORATOR**

The name and address of the incorporator to these Articles are as follows:

Michael Nabavi  
6750 Turkey Lake Rd., Ste. #300  
Orlando, FL 32819

**REGISTERED AGENT**

The name and street address of the registered office and the registered agent are as follows:

Stephen B. Hatcher, Esq.  
Zimmerman, Kiser & Sutcliffe, P.A.  
315 E Robinson Street, Suite 600  
Orlando, FL 32801

[signatures appear on the following page]

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IN WITNESS WHEREOF, the undersigned directors have executed these Amended and Restated Articles of Incorporation of NABAVI SQUARE CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on October 2, 2008.

  
Scott A. West, Director

  
Laurie W. West, Director

  
Catherine Terrie Wood, Director

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Stephen B. Hatcher, Registered Agent

**CERTIFICATE REQUIRED BY CHAPTER 617 OF THE FLORIDA STATUTES**

I HEREBY CERTIFY that:

(i) The foregoing Amended and Restated Articles of Incorporation of Nabavi Square Condominium Association, Inc., a Florida not-for-profit corporation (the "Corporation"), contains amendments which require member approval; and

(ii) Accordingly, the foregoing Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of the Board of Directors of the Corporation and the undersigned sole Member of the Corporation, dated 2 day of October, 2008, in accordance with the Bylaws of the Corporation.

  
Scott A. West, Secretary

SOLE MEMBER:  
PARROTFISH ENTERPRISES, LLC,  
A Florida limited liability company

  
Scott A. West, Manager

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