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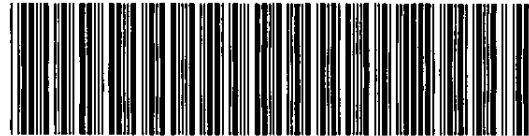
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TALLAHASSEE, FLORIDA

AUG 15 2014

C. CARROTHERS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Maguire Shoppes Commercial Owners' Association, Inc.

DOCUMENT NUMBER: N07000004067

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

Please return all correspondence concerning this matter to the following:

Roxanne Hargis

(Name of Contact Person)

Excel Trust

(Firm/ Company)

7988 Via Dellagio Way, Suite 201

(Address)

Orlando, FL 32819

(City/ State and Zip Code)

rh@exceltrust.com

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

For further information concerning this matter, please call:

Roxanne Hargis

(Name of Contact Person)

at ( 407 ) 581-9068

(Area Code & Daytime Telephone Number)

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

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

**SECOND AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**MAGUIRE SHOPPES COMMERCIAL OWNERS' ASSOCIATION, INC.**

The undersigned being all of the current directors of Maguire Shoppes Commercial Owners' Association, Inc., a Florida not-for-profit corporation (the "Corporation"), pursuant to Section 617.1007, Florida Statutes, do hereby deliver these Second Amended and Restated Articles of Incorporation in order to amend and restate the Articles of Incorporation of the Corporation.

Pursuant to Section 617.1006(4), Florida Statutes, there are no members entitled to vote on this proposed amendment and restatement and this amendment and restatements was adopted by the board of directors on July 22, 2014.

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is MAGUIRE SHOPPES COMMERCIAL OWNERS' ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is located at 7988 Via Dellagio Way, Suite 201, Orlando, Florida 32819.

**ARTICLE III**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 7988 Via Dellagio Way, Suite 201, Orlando, Florida 32819, and the name of the registered agent to accept service of process within the State of Florida at that address is Roxanne Hargis.

**ARTICLE IV**  
**DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Restrictions and Easements for Maguire Shoppes at Meadow Ridge Commercial Parcel, recorded in the Public Records of Orange County, Florida, as it may from time to time be amended (hereinafter called the "Declaration").

**ARTICLE V**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the Members thereof. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property, the Common Property. Except to the extent maintenance of any portion of the Surface Water Management System has been assumed by any governmental authority, and as may be otherwise provided in the Declaration, the Association shall operate, maintain and manage the Surface Water Management System facilities in a manner consistent with the permit therefor issued by the District and in accordance with applicable District rules. To the extent provided in the Declaration, the Association shall levy and collect adequate assessments against Members of the Association for the costs of operation, maintenance and management of the Surface Water Management System facilities.

**ARTICLE VI**  
**MEMBERSHIP**

**Members.** Every person or entity who is a record Owner of a fee interest in any Lot in the Property shall be a Member of the Association. Declarant shall also be a Member for so long as Declarant owns any portion of the Property. Notwithstanding anything else to the contrary set forth in this Article, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. The Association membership of each Owner (other than Declarant) shall be appurtenant to and may not be separated from the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

**Voting Rights.** A Member's right to vote on the affairs of the Association shall vest immediately upon such Member's qualification for membership as provided in these Articles and the Bylaws of the Association. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in these Articles, the Bylaws, the Declaration, and any other such rules and regulations of the Association. In all Association voting matters, each Member shall be entitled to one (1) vote per gross leasable square foot of space constructed within the Improvements on the Lot owned by the Member and included within an issued certificate of occupancy from an appropriate governmental authority; provided, however, that prior to the construction of any Improvements on a Lot, voting rights shall be based on the gross area as shown on the Final Subdivision plan, as provided in the Declaration.

Multiple Owners. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. If joint or multiple Owners are unable to agree among themselves as to how their vote is to be cast, none of the votes for that Lot shall be counted. If any Owner casts a vote on behalf of a Lot, it shall be conclusively presumed that Owner was acting with the authority and consent of all other Owners of that Lot.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The affairs of this Association shall be managed and administered by a Board of Directors consisting of three (3), five (5), or seven (7) members. Initially, the Board shall consist of three (3) members, with the number in subsequent years to be determined by the members of the Board; provided that there shall always be an odd number of directorships created. The number of directors shall be automatically increased to three (3) after the Declarant relinquishes control of the Association as provided in the Declaration. The number of directors may be changed by amendment to the Bylaws of the Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Nathan Hilbig	17140 Bernardo Center Drive Suite 300 San Diego, CA 92128
Roxanne Hargis	7988 Via Dellagio Way Suite 201 Orlando, FL 32819
Robin Tubbs	P.O. Box 28818 Atlanta, GA 30358

Each Director shall be entitled to one (1) vote in Association voting matters.

At all times while Declarant is a Member of the Association, Declarant shall appoint a majority of the Directors of the Association. After Declarant relinquishes control of the Association, Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other Owner, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors. Interim vacancies in the Board of Directors shall be filled by Declarant until Declarant has no authority to appoint Directors and thereafter by the majority of the remaining Directors, and any such appointed Director shall serve for the remaining term of his or her predecessor. After Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect three (3) directors by majority vote, for staggered terms of three (3) years each. To create the staggered terms, one (1) post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. The third post shall be deemed vacant at the end of the third year, and a successor director shall be elected. All successor directors shall serve for terms of three (3) years

each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

#### **ARTICLE VIII** **OFFICERS**

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President:	Nathan Hilbig	17140 Bernardo Center Drive Suite 300 San Diego, CA 92128
Vice President:	Nathan Hilbig	17140 Bernardo Center Drive Suite 300 San Diego, CA 92128
Secretary:	Nathan Hilbig	17140 Bernardo Center Drive Suite 300 San Diego, CA 92128
Treasurer:	Nathan Hilbig	17140 Bernardo Center Drive Suite 300 San Diego, CA 92128

#### **ARTICLE IX** **DURATION**

The Association shall commence to exist upon the filing of these Articles with the Florida Department of State, and the Association shall thereafter exist in perpetuity.

#### **ARTICLE X** **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

Notice. Notice of a proposed amendment shall be included in the notice of any meeting of the Members at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes. Any amendment to these Articles of Incorporation shall require the assent of two thirds (2/3) of the votes of all non-Declarant Members and shall also require the assent of the Declarant unless the Declarant has relinquished control of the Association, as provided in the Declaration.

Recording. A copy of each amendment to these Articles shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State may be, but shall not be required to be, recorded in the public records of Orange County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded.

Limitations. No amendment shall be made that is in conflict with the Declaration.

#### **ARTICLE XI** **BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

#### **ARTICLE XII** **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall defend, indemnify and hold harmless any officer or Member of the Board of Directors, committee member, employee or agent of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, committee member, employee or agent of the Association:

From and against expenses (including reasonable attorneys' fees for pretrial, trial, appellate, administrative, arbitration or mediation proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he or she acted in good faith, and, with respect to any criminal action or proceedings, he or she had no reasonable cause to believe his or her conduct was unlawful; and

From and against expenses (including reasonable attorneys' fees for pretrial, trial, appellate, administrative, arbitration or mediation proceedings) actually and reasonably incurred by him or her in connection with the defense or settlement of an action or suit by or in the right of the Association, if he or she acted in good faith.

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, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Association.

Any indemnification under this Article XII (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he or she is not entitled to be indemnified by the Association.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's Bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his or her capacities as described in this Article, whether or not the Association would have the power to indemnify him or her under this Article.

Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or



amounts paid in settlement are paid pursuant to insurance maintained by the Association, the Association shall have no obligation to reimburse the insurance company.

**ARTICLE XIII**  
**INCONSISTENCY**

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.


**ARTICLE XIV**  
**INCORPORATOR**

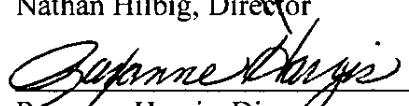
The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

Nathan Hilbig  
17140 Bernardo Center Drive  
Suite 300  
San Diego, CA 92128

[Signatures on Following Page]

**IN WITNESS WHEREOF**, the current directors of the Corporation have caused these Second Amended and Restated Articles of Incorporation to be executed and attested this 28 day of July, 2014.

  
\_\_\_\_\_  
Nathan Hilbig, Director

  
\_\_\_\_\_  
Roxanne Hargis, Director

\_\_\_\_\_  
Robin Tubbs, Director

**IN WITNESS WHEREOF**, the current directors of the Corporation have caused these Second Amended and Restated Articles of Incorporation to be executed and attested this 28 day of July, 2014.

\_\_\_\_\_  
Nathan Hilbig, Director

\_\_\_\_\_  
Roxanne Hargis, Director

  
\_\_\_\_\_  
Robin Tubbs, Director

STATE OF Utah  
COUNTY OF Salt Lake

The foregoing Second Amended and Restated Articles of Incorporation were acknowledged before me this 28<sup>th</sup> day of July, 2014, by Nathan Hilbig, who [X] is personally known to me or [ ] has produced \_\_\_\_\_ as identification.



Lynnette Gonnuscio  
NOTARY PUBLIC  
Print Name: Lynnette Gonnuscio  
My Commission Expires: 4-11-2018

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Second Amended and Restated Articles of Incorporation were acknowledged before me this 28<sup>th</sup> day of July, 2014, by Roxanne Hargis, who [X] is personally known to me or [ ] has produced \_\_\_\_\_ as identification.



Linda Ann Haas  
NOTARY PUBLIC  
Print Name: Linda Ann Haas  
My Commission Expires: 04/13/15

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing Second Amended and Restated Articles of Incorporation were acknowledged before me this \_\_\_\_\_ day of July, 2014, by Robin Tubbs, who [X] is personally known to me or [ ] has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
NOTARY PUBLIC  
Print Name:  
My Commission Expires:

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing Second Amended and Restated Articles of Incorporation were acknowledged before me this \_\_\_\_\_ day of July, 2014, by Nathan Hilbig, who [X] is personally known to me or [ ] has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
NOTARY PUBLIC  
Print Name:  
My Commission Expires:

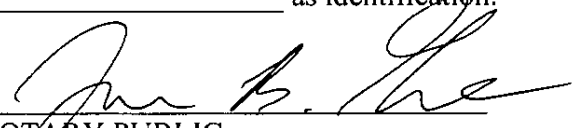
STATE OF FLORIDA  
COUNTY OF ORANGE

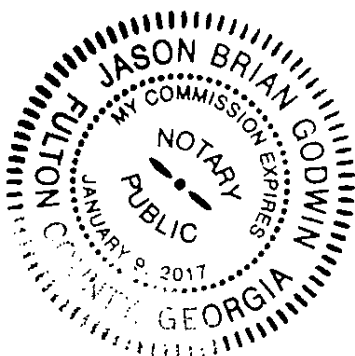
The foregoing Second Amended and Restated Articles of Incorporation were acknowledged before me this \_\_\_\_\_ day of July, 2014, by Roxanne Hargis, who [X] is personally known to me or [ ] has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
NOTARY PUBLIC  
Print Name:  
My Commission Expires:

STATE OF Georgia  
COUNTY OF Cobb

The foregoing Second Amended and Restated Articles of Incorporation were acknowledged before me this 29 day of July, 2014, by Robin Tubbs, who [X] is personally known to me or [ ] has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Print Name: JASON BRIAN GODWIN  
My Commission Expires: 01/09/17



**CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS**

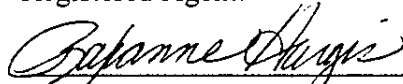
Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

MAGUIRE SHOPPES COMMERCIAL OWNERS' ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 7988 Via Dellagio Way, Suite 201, Orlando, Florida 32819 has named Roxanne Hargis, located at the above-registered office, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent:



Name: Roxanne Hargis

Dated: July 28, 2014