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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 713192 9955A

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : March 18, 2011

ORDER TIME : 9:16 AM

ORDER NO. : 713192-010

CUSTOMER NO: 9955A

DOMESTIC AMENDMENT FILING

NAME: BROOKHAVEN AT TOWN CENTER  
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XXX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER'S INITIALS: \_\_\_\_\_

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2011 MAR 18 PM 12:10

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BROOKHAVEN AT TOWN CENTER CONDOMINIUM ASSOCIATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of Brookhaven at Town Center Condominium Association, Inc. are adopted this 16 day of March 2011, by the Board of Directors of Brookhaven at Town Center Condominium Association, Inc. (the "Association") in accordance with Article X of the initial Articles of Incorporation filed on or about July 10, 2007.

**WITNESSETH:**

**WHEREAS**, on or about July 10, 2007, the initial Articles of Incorporation of Brookhaven at Town Center Condominium Association, Inc. were filed with the Florida Department of State, Division of Corporations; and

**WHEREAS**, prior to the time the Declaration of Condominium for Brookhaven at Town Center Condominium (the "Declaration") is filed in the Public Records of Flagler County, Florida, the Board of Directors of the Association shall have full power to amend, alter or rescind the Articles of Incorporation by a majority vote; and

**WHEREAS**, the Declaration has not been filed in the Public Records of Flagler County, Florida; and

**WHEREAS**, the Association has no members; and

**WHEREAS**, the Board of Directors of the Association has determined that amending and restating the Articles of Incorporation in order to permit the Association to operate more than one (1) condominium is in the best interest of the Association;

**NOW, THEREFORE**, the Articles of Incorporation of Brookhaven at Town Center Condominium Association, Inc. are hereby amended and restated as follows. From and after the date hereof, such attached amended and restated Articles of Incorporation of Brookhaven at Town Center Condominium Association, Inc. may be published and delivered as the Articles of Incorporation of Brookhaven at Town Center Condominium Association, Inc.

**[Text of Articles of Incorporation begins on following page.]**

**ARTICLES OF INCORPORATION  
OF  
BROOKHAVEN AT TOWN CENTER CONDOMINIUM ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit Association under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certify as follows:

**ARTICLE I.**

The name of this Association, hereinafter referred to as the "Association," shall be **BROOKHAVEN AT TOWN CENTER CONDOMINIUM ASSOCIATION, INC.** Its principal office and place of business shall be at c/o Chimento, Guntharp & Selis, P.L., 145 City Place, Suite 301-A, Palm Coast, Flagler County, Florida 32164. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

**ARTICLE II.**

The Association is formed for the purpose of undertaking all of the functions contained herein and in the Declaration of Condominium for Brookhaven at Town Center Condominium, recorded or to be recorded in the Official Record Books of Flagler County, Florida (the "Brookhaven Declaration"), and in such other declaration(s) of condominium as may be recorded in the Official Record Books of Flagler County, Florida (the "Other Declaration(s)") (such Brookhaven Declaration and Other Declaration(s) being collectively referred to herein as the "Declarations") and for the purpose of performing all functions allocated to such Association by Chapter 718 ("Condominium Act") and to further own, operate, lease, sell, trade, and otherwise deal with property described in said Declarations in accordance with the provisions of the Condominium Act and said Declarations, the Bylaws and these Articles. In addition to and not in limitation of the foregoing, although the Developer retains the right to form other associations, the Association is formed for the purpose of (1) being the Association referred to within the Declarations which specifically reference the Association and (2) maintaining, operating and managing certain of the multiple condominiums contained within the Town Center Project established pursuant to the Declarations therefor, from time to time, under F.S. Chapter 718.

In furtherance of the purposes of the Association, the Association may:

A. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the aforescribed Declarations as the same may be amended from time to time as therein provided, such Declarations being incorporated herein as if set forth at length;

B. fix, levy, collect and enforce payment of by any lawful means, all charges and assessments pursuant to the terms of said Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against any property of the Association;

C. acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. borrow money, and as appropriate, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. exercise all of the common law and statutory powers of a corporation not for profit established to govern a Florida condominium; provided, however, that no action shall be taken which conflicts with said Declarations or the Condominium Act;

F. make and enforce reasonable rules and regulations governing the use of units, common elements, limited common elements and any property owned by the Association;

G. maintain, repair, replace and operate property over which the Association has full ownership or the right and power to maintain, replace and operate in accordance with these Articles, said Declarations, the Condominium Act and the Bylaws for this Association;

H. enforce by legal means the provisions of the Condominium Act, these Articles, the Bylaws of the Association and the regulations as to the use of the property of the condominiums;

I. participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes;

J. make and collect assessments against unit owners to defray the costs, expenses and losses of the condominiums;

K. use the proceeds of assessments in the exercise of its powers and duties;

L. maintain, repair, replace and operate the property of the condominiums;

M. purchase insurance upon the property of the condominiums and insurance for the protection of the Association and its members as unit owners;

N. reconstruct the improvements after casualty and to further improve the property;

O. approve or disapprove the transfer, mortgage and ownership of units as may be provided in the Declarations and Bylaws;

P. contract for the management of the condominiums and to delegate to such contractors all powers and duties of the Association except as such are specifically required by the Declarations to have the approval of the Board of Directors or the membership of the Association;

Q. contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions; and

R. employ personnel to perform the services required for proper operation of the condominiums.

### **ARTICLE III.**

Every person or entity who is the record owner of a fee or undivided fee interest in any unit within any of the condominiums governed by the Declarations shall be a member of the Association provided, however, each unit shall have only one (1) membership regardless of how many persons own the unit. The foregoing is not intended to include persons or entities owning interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from the ownership of the unit within any of the condominiums.

All persons who are owners of condominium parcels within said condominiums shall automatically be members of this Association. Such membership shall automatically terminate when such person is no longer an owner of a condominium parcel. Membership in the Association shall be limited to such condominium parcel owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declarations that shall be filed for said condominiums among the Public Records of Flagler County, Florida.

### **ARTICLE IV.**

This Association shall have perpetual existence.

## **ARTICLE V.**

The name and residence of the incorporator of these Articles of Incorporation is as follows:

SR-100 Vest, LLC  
c/o Chiumento, Guntharp & Selis, P.L.  
145 City Place  
Suite 301-A  
Palm Coast, Florida 32164

## **ARTICLE VI.**

**Section 1.** The affairs of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the Bylaws. The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies of the Board of Directors shall be established by the Bylaws.

**Section 2.** The principal officers of the Association shall be: President, Vice-President, Secretary, and Treasurer, who shall each be elected from time to time in the manner set forth in the Bylaws adopted by the Association.

## **ARTICLE VII.**

The names of the officers who are to serve until the election of officers, pursuant to the terms of the Declaration of Condominium and Bylaws, are as follows:

Michael Ely	President
Kristeen Carney	Vice President
Stan Bullington	Secretary/Treasurer

## **ARTICLE VIII.**

The following shall constitute the Board of Directors, who shall serve until the first election of the Board of Directors at the first regular meeting of the membership.

Michael Ely	c/o Chiumento, Guntharp & Selis, P.L. 145 City Place Suite 301-A Palm Coast, Florida 32164
Stan Bullington	c/o Chiumento, Guntharp & Selis, P.L. 145 City Place Suite 301-A Palm Coast, Florida 32164
Kristeen Carney	c/o Chiumento, Guntharp & Selis, P.L. 145 City Place Suite 301-A Palm Coast, Florida 32164

#### **ARTICLE IX.**

The Bylaws of the Association shall initially be made and adopted by its first Board of Directors.

Prior to the time any of the Declarations are filed in the Public Records of Flagler County, Florida, the Board of Directors shall have full power to amend, alter or rescind said Bylaws by a majority vote.

After any of the Declarations are so filed, the Bylaws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote, as follows:

A. If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the total membership to be adopted.

B. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by seventy-five percent (75%) of the total vote of the membership.

#### **ARTICLE X.**

Amendments to these Articles of Incorporation may be proposed by any member or Director, and shall be adopted in the same manner as is provided for the amendment of the Bylaws as set forth in Article IX above. Said amendment(s) shall be effective when a copy thereof, executed and acknowledged by the President or Vice-President, sealed with the corporate seal, and certified by the Secretary or an Assistant Secretary, has been filed with the Secretary of State, State of Florida, and all filing fees paid.

#### **ARTICLE XI.**

This Association shall have all of the powers set forth in Section 617.021, Florida Statutes, all of the powers set forth in the Condominium Act, and all powers granted to it by the Declarations and exhibits annexed thereto, including the power to contract for the management of the condominiums and their respective recreational facilities.

#### **ARTICLE XII.**

There shall be no dividends paid to any of the members, nor shall any part of the income of the Association be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Association may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or liquidation, may make distribution to its members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This Association shall issue no shares of stock of any kind or nature whatsoever. Membership in the Association and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declarations and Bylaws. The voting rights of the owners of condominium parcels shall be as set forth in the Declarations and/or Bylaws.

#### **ARTICLE XIII.**

The street address of the registered office of this Association is 145 City Place, Suite 301-A, Palm Coast, Florida 32164, and the name of the registered agent of this Association at that address is Michael D. Chiumento, Esq.

#### **ARTICLE XIV.**

Fifteen percent (15%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The affirmative vote of a majority of the members represented at the meeting at

which a quorum is present, and entitled to vote on the subject matter, shall be the act of the members, unless the vote of a greater number is required by these Articles or the Bylaws.

#### ARTICLE XV.

**Section 1. Powers.** As a part of the assessments levied pursuant to Article II above, the Association shall levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of any surface water or stormwater management system applicable to any property within the condominiums.

**Section 2. Assessments.** The assessments as referenced above shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

**Section 3. Dissolution.** In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of any surface water or stormwater management system applicable to the property within the condominiums must be transferred to an accepted by an entity which would comply with relevant law including, if applicable, Section 40C-42.027, F.A.C., and be approved by any applicable water management district prior to such termination, dissolution or liquidation.

**IN WITNESS WHEREOF**, the undersigned hereby certify that the foregoing Articles of Incorporation of Brookhaven at Town Center Condominium Association, Inc. have been lawfully adopted by the required majority of the Board of Directors of the Association.

**BROOKHAVEN AT TOWN CENTER CONDOMINIUM ASSOCIATION, INC.,**  
a Florida non-profit corporation

By:

  
Michael, L. Ely, President

Attest:

Stan Bullington, Secretary/Treasurer  
[seal]

#### STATE OF FLORIDA COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of March, 2011, by Michael L. Ely, President of Brookhaven at Town Center Condominium Association, Inc., a Florida non-profit corporation, on behalf of the corporation. He is personally known to me.

  
Signature

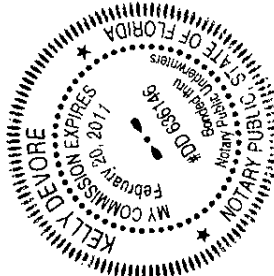
Notary Name:

Title/Rank: Notary Public, State of Florida

Serial #:

My commission expires:

This instrument was prepared by:  
Weinstock & Scavo, P.C./Cathleen Robson Smith, Esq.  
3405 Piedmont Road, Suite 300  
Atlanta, Georgia 30305





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**BROOKHAVEN AT TOWN CENTER CONDOMINIUM ASSOCIATION, INC.,**  
a Florida non-profit corporation

By:

Michael, L. Ely, President

Attest:

Stan Bullington  
Stan Bullington, Secretary/Treasurer  
[seal]

STATE OF FLORIDA  
COUNTY OF FLAGLER

Bullington The foregoing instrument was acknowledged before me this 16th day of March, 2011, by Michael L. Ely, President of Brookhaven at Town Center Condominium Association, Inc., a Florida non-profit corporation, on behalf of the corporation. He is personally known to me.

[Signature]  
Signature

Notary Name:

Title/Rank: Notary Public, State of Florida

Serial #:

My commission expires:

This instrument was prepared by:  
Weinstock & Scavo, P.C./Cathleen Robson Smith, Esq.  
3405 Piedmont Road, Suite 300  
Atlanta, Georgia 30305

