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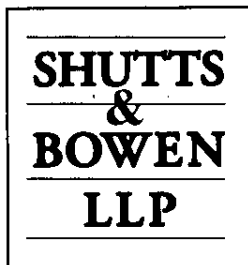
Amend + Restated
Articles

[Signature]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JAN 15 PM 1:16

FILED



CHARLES B. COSTAR, III
(407) 835-6910 Direct Telephone
(407) 849-7260 Direct Facsimile

E-MAIL ADDRESS:
ccostar@shutts.com

January 14, 2009

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Filing Amended and Restated Article of Incorporation
Client-Matter No. 21706-0005**

Dear Sirs:

Enclosed please find a copy of a previously submitted Amended and Restated Article of Incorporation. The original was inadvertently submitted without the checks. I have enclosed a check in the amount of \$35.00 representing the filing fee and a check in the amount of \$8.75 representing the certified copy fee. I have also enclosed a self addressed stamped envelope for you to return the certified copy to our office.

Thank you for your cooperation in this matter. If you have any questions please call me at (407) 835-6741.

Very truly yours,

SHUTTS & BOWEN LLP

A handwritten signature in black ink, appearing to read "N. Lipscomb", is written over the printed name.

Nichole Lipscomb
Legal Assistant

/nmf
Enclosures

**SHUTTS
&
BOWEN
LLP**

CHARLES B. COSTAR, III
(407) 835-6910 Direct Telephone
(407) 849-7260 Direct Facsimile

E-MAIL ADDRESS
ccostar@shutts.com

January 13, 2009

VIA U.S. MAIL

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Filing Amended and Restated Articles of Incorporation
Client-Matter No. 21706-0005**

Dear Sirs:

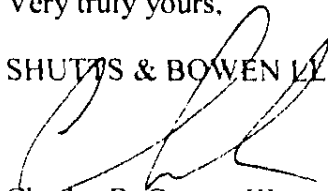
Enclosed with this letter, please find an executed original Amended and Restated Articles of Incorporation of Retirement Community at Sterling Park Property Owners Association, Inc. Please file the document with your office. I have enclosed a check in the amount of the \$35.00 to pay for the filing.

I have also enclosed a copy of the Amended and Restated Articles of Incorporation and a check made payable to you in the amount of \$8.75 for a certified copy of the Amended and Restated Articles of Incorporation once they are filed. Thereafter, please return a certified copy to me in the self addressed, stamped envelope I have also enclosed with this letter.

Thank you for your attention to this matter.

Very truly yours,

SHUTTS & BOWEN LLP


Charles B. Costar, III

CBC/MDT/jm

FILED
2009 JAN 15 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
RETIREMENT COMMUNITY AT STERLING PARK
PROPERTY OWNERS ASSOCIATION, INC.**

WHEREAS, the Articles of Incorporation of RETIREMENT COMMUNITY AT STERLING PARK PROPERTY OWNERS ASSOCIATION, INC. (the "Association") were filed with the Florida Department of State on August 29, 2007 and were assigned a document number of N07000008515; and

WHEREAS, it is the intention of the Board of Directors of the Association that the Articles of Incorporation of the Association be amended and restated, effective on the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State; and

WHEREAS, these Amended and Restated Articles of Incorporation of the Association as hereinafter set forth were approved by the unanimous written consent of the Board of Directors, pursuant to the provisions of Section 617.1002, Florida Statutes as of December 5th, 2008; and

WHEREAS, there currently are no Members of the Association to vote on these Amended and Restated Articles of Incorporation.

NOW, THEREFORE, the Articles of Incorporation of the Association are hereby amended and restated as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is RETIREMENT COMMUNITY AT STERLING PARK PROPERTY OWNERS ASSOCIATION, INC. (hereinafter called the "Association").

ARTICLE II

DEFINITIONS

Unless the context shall clearly indicate otherwise, the following words and terms when used in these Articles shall have the following meanings:

Section 1. "Common Area" shall mean and refer to the real and personal property from time to time owned by the Association, including but not limited to, those certain tracts, property and/or easements labeled and/or shown as Common Area on the Plat.

Section 2. "Declarant" shall mean and refer to Deltona Retirement Residence LLC, an Oregon limited liability company, and its successors and assigns.

Section 3. "Plat" shall mean and refer to that certain plat of Retirement Community at Sterling Park M.P.U.D. recorded in Map Book 53, Page 59, Public Records of Volusia County, Florida.

ARTICLE III

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal place of business of the Association is located at 9310 NE Vancouver Mall Drive, Suite 200, Vancouver, Washington 98662 and the mailing address of the Association is located at 9310 NE Vancouver Mall Drive, Suite 200, Vancouver, Washington 98662.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Association shall be located at 1200 South Pine Island Road, Plantation, Florida 33324, and the initial registered agent of the Association shall be CT Corporation System. The Association may change its registered agent or the location of its registered office, or both, from time to time, without having to amend these Articles of Incorporation.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

Section 1. Purpose. The purpose for which the Association is organized is to operate as a corporation not for profit pursuant to Chapter 617 and any other applicable provisions of the Florida Statutes, as they may be amended and/or renumbered from time to time. The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, Directors or officers.

Section 2. Powers. The Association shall have the following powers:

(a) All of the common law and statutory powers of a not-for-profit corporation organized under the laws of the State of Florida.

(b) To enter into, make, establish, amend and/or enforce rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the Association. The Association may use any enforcement method and/or remedy authorized by Florida law,

including but not limited to, actions for damages, equitable actions, actions at law, injunctive relief, administrative actions, or any combination of those.

(c) To fix, levy and collect assessments for the Association's costs, expenses, operations and/or common expense from members to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties, including, the costs of maintenance, management, repair, replacement, insurance and/or operation of the Common Area.

(d) To make, adopt, establish, amend and enforce rules and regulations regarding the use, appearance and/or condition of any portion of the Common Area.

(e) To own, purchase, sell, transfer, convey, mortgage, lease, administer, manage, operate, maintain, improve, insure, repair and/or replace real property and/or personal property, including without limitation, any and all portions of the Common Area.

(f) To borrow and to hold funds, select depositories, administer bank accounts of the Association, and to pay all expenses, including licenses, public assessments, taxes or government charges, incident to the purposes and powers of the Association, as set forth in these Articles.

(g) To purchase insurance for the protection of the Association, its officers, Directors, Members and such other parties as the Association may determine to be in the best interests of the Association.

(h) To operate, maintain, manage, repair, control, insure, regulate, replace and/or improve the Common Area.

(i) To sell, transfer and/or convey Tract A and/or Tract C of the Common Area to governmental entities, public entities or private entities.

(j) To enter into contracts and agreements between third parties and the Association.

(k) To provide, purchase, sell, lease, acquire, replace, improve, maintain and/or repair within the Common Area, structures, pathways, landscaping, paving, equipment and property, both real and personal, as the Association, through its Board of Directors, in its discretion determines necessary or appropriate.

(l) To employ any personnel necessary to perform the obligations, services and/or duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties and to pay the costs thereof in accordance with whatever contractual arrangement the Board of Directors of the Association shall enter in its sole discretion.

(m) To enter into agreements and/or contracts with professionals, including but not limited to attorneys and accountants, to assist the Association in its performance of the obligations, services and duties required of or to be performed by the Association. The Board of Directors will carry out this power on behalf of the Association.

(n) To create, appoint and/or dissolve any committees that the Board of Directors of the Association may deem appropriate.

(o) To adopt, change, repeal and/or amend the Bylaws, as provided therein.

(p) To adopt, change, repeal and/or amend Bylaws that would be effective only in an emergency.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number of Directors. The affairs of the Association shall be managed and administered by a Board of Directors consisting of three (3) members. All of the duties, power and authority of the Association existing under Florida law and/or these Articles shall be exercised exclusively by the Board of Directors. 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>
1.	Norman L. Brendon	9310 NE Vancouver Mall Drive, Suite 200, Vancouver, Washington 98662-8210
2.	Patrick F. Kennedy	9310 NE Vancouver Mall Drive, Suite 200, Vancouver, Washington 98662-8210
3.	Barton G. Colson	9310 NE Vancouver Mall Drive, Suite 200, Vancouver, Washington 98662-8210

Section 2. Election/Appointment. Any other provision of these Articles notwithstanding, the Declarant shall be entitled to elect and/or appoint and remove any and all Directors. Directors must be natural persons who are eighteen (18) years of age or older. Directors do not need to be members of the Association. Any vacancies on the Board shall be filled by the Declarant.

ARTICLE VII

OFFICERS

The officers of the Association may include a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall be elected by the Board of Directors and the officers 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>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Barton G. Colson	9310 NE Vancouver Mall Drive, Suite 200, Vancouver, Washington 98662-8210
Vice President/Secretary	Patrick F. Kennedy	9310 NE Vancouver Mall Drive, Suite 200, Vancouver, Washington 98662-8210

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person 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 is or was a Director, officer, committee member, employee or agent of the Association:

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

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

Section 2. 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.

Section 3. 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 duty to the Association.

Section 4. Any indemnification under Article VIII, Section 1 of these Articles of Incorporation (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 has met the applicable standard of conduct set forth in this Article VIII, Section 1 of these Articles of Incorporation. 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.

Section 5. 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 is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article VIII 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.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article VIII 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 VIII is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. 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 Article VIII, Section 1 of these Articles of Incorporation, whether or not the Association would have the power to indemnify him or her under this Article VIII.

Section 9. 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 such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE IX

EXISTENCE AND DURATION

Section 1. The existence of the Association shall commence with the filing of these Articles of Incorporation with the appropriate agency of the State of Florida. The Association shall exist in perpetuity.

ARTICLE X

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted as follows:

A. The Board of Directors, by majority vote, must adopt and approve any amendment to these Articles at a duly called meeting of the Board of Directors at which a quorum is present. Such a meeting may be an annual meeting, a regularly scheduled meeting or a special meeting called for that purpose.

B. If an amendment is adopted by the Board of Directors pursuant to Article X(A) of these Articles, a copy of the amendment(s) must be filed with the State of Florida Secretary of State or other appropriate agency of the State of Florida, and the Association shall obtain and maintain a copy that has been certified by the Secretary of State in the official records of the Association. Any amendment to these Articles of Incorporation shall be effective on the date it has been accepted and filed by the Secretary of State or other appropriate agency of the State of Florida.

ARTICLE XI

BYLAWS

The Bylaws of the Association shall be initially adopted by a majority vote of the Association's Board of Directors and may subsequently be altered, amended, repealed and/or rescinded in the manner provided in the Bylaws.

ARTICLE XII

EMERGENCY BYLAWS

Section 1. Emergency Bylaws and Powers . In the event of an "emergency" as defined under Florida law, the Board of Directors of the Association may exercise any and all emergency powers granted to a not for profit corporation under then-existing Florida law.

ARTICLE XIII

CONFLICT BETWEEN DOCUMENTS

In the event of any conflict or inconsistency between these Articles of Incorporation and the Bylaws, the terms, conditions and provisions of these Articles of Incorporation shall control and prevail.

ARTICLE XV MERGER

Section 1. The Association may be merged with any other Florida not for profit or for profit corporation, as long as the surviving corporation is a Florida not for profit corporation and has as one of its purposes to administer, maintain, operate, manage, repair, replace and/or insure the Common Area.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of RETIREMENT COMMUNITY AT STERLING PARK PROPERTY OWNERS ASSOCIATION, INC. are hereby executed on behalf of the Association by its President this 5th day of December, 2008.

**RETIREMENT COMMUNITY AT STERLING
PARK PROPERTY OWNERS ASSOCIATION,
INC.**

By: BIS

Print Name: Barton G. Colson

Title: President