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Amended And  
Revised Act

FILED  
12 MAY 11 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MAY 14 2012  
T. ROBERTS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Kensington Park Entrance Property Owners' Association, Inc.

**DOCUMENT NUMBER:** N07000011681

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

Please return all correspondence concerning this matter to the following:

**Kenneth S. Gluckman**

(Name of Contact Person)

**General Counsel Advisors, P.A.**

(Firm/ Company)

**1065 W. Morse Blvd., Suite 101**

(Address)

**Winter Park, FL 32789**

(City/ State and Zip Code)

**kenn@businessgc.com**

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

For further information concerning this matter, please call:

**Kenneth Gluckman**

(Name of Contact Person)

at **407 956-1000**

(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 20, 2012

KENNETH S. GLUCKMAN  
GENERAL COUNSEL ADVISORS, P.A.  
1065 W. MORSE BLVD, STE 101  
WINTER PARK, FL 32789

SUBJECT: KENSINGTON PARK ENTRANCEWAY PROPERTY OWNERS'  
ASSOCIATION, INC.  
Ref. Number: N07000011681

We have received your document for KENSINGTON PARK ENTRANCEWAY PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina Roberts  
Regulatory Specialist II

Letter Number: 112A00012359

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**KENSINGTON PARK ENTRANCE PROPERTY OWNERS' ASSOCIATION, INC.**

**A NOT-FOR-PROFIT CORPORATION**

**FILED**

**12 MAY 11 AM 10:45**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Florida not-for-profit corporation, and do hereby certify:

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

The name of the Corporation is KENSINGTON PARK ENTRANCEWAY PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Association").

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

The principal office of the Association is located at 1105 Kensington Park Drive, Altamonte Springs, Florida 32714.

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

The street address of the registered office of the Association is 1105 Kensington Park Drive, Altamonte Springs, Florida 32714, and Roger B. Kennedy is the registered agent of the Association at that address, until and unless changed by the Association with the Florida Secretary of State.

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

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide maintenance, preservation, landscaping and irrigation of that certain tract of property described in certain Joint Maintenance Agreement for Kensington Park Entranceway Property Owners' Association, Inc., hereinafter called the "Agreement" (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Agreement). The Association shall have all of the powers and duties reasonably necessary to operate pursuant to the Agreement, including, but not limited to, the following:

(a) To exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in the Agreement, applicable to the Property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Seminole County, Florida, as same may be amended from time to time as herein provided, said Agreement being incorporated herein as if set forth in length;

(b) To have and exercise and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Agreement; 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 the property of the Association;

(d) To file suits and/or pursue such legal rights and remedies as are available by the Association;

(e) To dedicate, sell or transfer all or any part of the Roadway to any public agency, authority, or utility for such purposes and subject to conditions as may be agreed to by the members. No such dedication, sale or transfer, shall be effective unless an instrument has been signed by all of the members, agreeing to such dedication, sale or transfer.

#### ARTICLE V

#### MEMBERSHIP, VOTING RIGHTS AND CONTROL OF THE ASSOCIATION

Section 1. Membership. Membership in the Association shall be based on ownership of Lot 2 and Lot 3 located within Kensington Park, according to the plat thereof as recorded in Plat Book 25, Pages 53 and 54 of the Public Records of Seminole County, Florida. Each of Lot 2 and Lot 3 being subject to assessment under the Agreement, and the owner(s) of each property shall be represented on the two (2) member Board of Directors of the Association. The owner(s) of each of Lot 2 and Lot 3 shall select a single representative each to serve as a director on the two (2) member Board of Directors of the Association. Accordingly, Najla Properties LLC as current owner of the property described on **Exhibit "A"** attached hereto ("Lot 2") and RBK Heathrow, LLC, as current owner of the property described on **Exhibit "B"** attached hereto ("Lot 3") shall each appoint one representative of Board of Directors of the Association. Should ownership of Lot 2 or Lot 3 change, the new owner of each respective property shall then have the right to appoint a new director to the two (2) member Board of Directors of the Association. Control of the Association and all of its rights, powers and duties set forth herein and in the Bylaws and the Agreement of the Association shall be vested in the Board of Directors of the Association.

Section 2. Assignment of Voting Rights. The voting rights of the members and the Directors may not be assigned, in whole or in part, as such rights relate to Lot 2 or Lot 3 in Kensington Park.

ARTICLE VI  
MEETINGS OF BOARDS OF DIRECTORS; QUORUM REQUIREMENTS

The presence at any meeting of the Board of Directors of all of the directors shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Agreement, or the Bylaws.

ARTICLE VII  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of two (2) Directors. The Board of Directors shall be comprised of a representative of Najla Properties LLC, to the extent it owns Lot 2, and RBK Heathrow, LLC, to the extent that it owns Lot 3. The number of Directors may be changed by amendment of the Bylaws of the Association.

The current names and addresses of the Board of Directors of the Association are as follows:

Christine Cary	Najla Properties LLC
1090 Kensington Park Drive,	
Suite 1100	
Altamonte Springs, FL 32714	

Roger B. Kennedy, Jr.	RBK Heathrow, LLC
1105 Kensington Park Drive	
Altamonte Springs, FL 32714	

The manner of election of Directors and procedures for filling any vacancies that may occur on the Board of Directors shall be described in the Bylaws.

ARTICLE VIII  
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at the first meeting of the Directors, and they shall serve at the pleasure of the Board of Directors.

ARTICLE IX  
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by every member of the Board of Directors. Upon dissolution of the Association, other than by incident to

a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes, Section 617.

#### ARTICLE X DURATION

The Association shall exist perpetually.

#### ARTICLE XI AMENDMENTS

Amendment of these Articles shall require all of the votes of the Board of Directors, in the manner set forth under Chapter 617, Florida Statutes. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Meeting of the Board of Directors duly called for that purpose.

#### ARTICLE XII BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded by all of the total votes of the members entitled to vote thereon in person or by proxy.

#### ARTICLE XIII AGREEMENT AND BYLAWS

In the event of any conflict between the terms and provisions of the Agreement and the terms and provisions of these Articles, the terms and provisions of the Agreement shall control. In the event any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

#### ARTICLE XIV INDEMNIFICATION

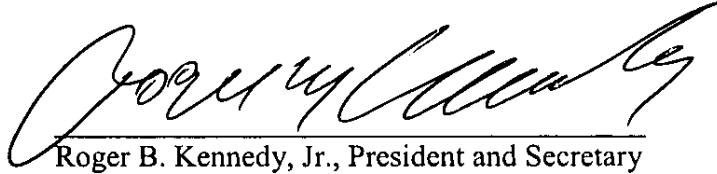
The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause

to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

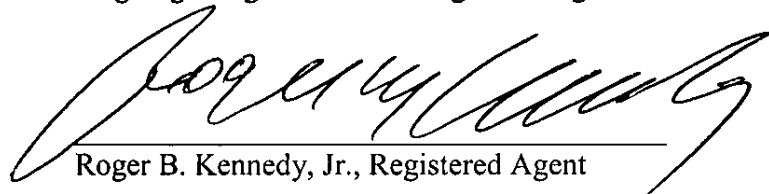
(SIGNATURES APPEAR ON NEXT PAGE)



IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 30th day of April, 2012. These Amended Restated Articles of Incorporation were properly approved and adopted by the members representing sufficient votes for approval on March 30, 2012.

  
Roger B. Kennedy, Jr., President and Secretary

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

  
Roger B. Kennedy, Jr., Registered Agent

## **EXHIBIT "A"**

Najla Properties LLC

### **Legal Description:**

Second floor building located on property described below, said second floor comprised of approximately 4572 square feet of office space:

Lot 2, Kensington Park, according to the plat thereof, as recorded in Plat Book 25, Pages 53 and 54, of the Public Records of Seminole County, Florida.

LESS AND EXCEPT that portion of said Lot 2, KENSINGTON PARK, described as follows: beginning at the Southwest corner of said Lot 2, run N00°15'00"E along the West line of said Lot 2 a distance of 183.67 feet to the Westerly right-of-way line of Kensington Park Drive; thence run Southwesterly 26.23 feet along the arc of a curve concave Northwesterly having a radius of 75.00 feet, a central angle of 20°02'00" and a chord of 26.09 feet that bears S34°07'14"W; thence run S44°08'14"W 57.47 feet; thence run S67°04'17"W a distance of 140.64 feet to the POINT OF BEGINNING.

Containing 0.717 acres more or less and being subject to any rights-of-way, restrictions and easements of record.

### **TOGETHER WITH:**

An access easement over the West 42.50 feet of Lot 1, Kensington Park, according to the plat thereof as recorded in Plat Book 25 Page, 54, of the Public Records of Seminole County Florida, as reserved in Official Records Book 2715, Page 1024, and as modified, and as modified by Modification of Access Easement recorded in Official Records Book 5408, Page 487, all of the Public Records of Seminole County, Florida. ("Easement Area").

Parcel: 03-21-29-532-0000-0020

**EXHIBIT "B"**

RBK Heathrow, LLC

Legal Description: Lot 3 Kensington Park, according to the Plat thereof as recorded in Plat Book 25 at Pages 53 and 54, in the Public Records of Seminole County, Florida.

Parcel: 03-21-29-532-0000-0030