

Division of Corporations

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PLEASE ARRANGE FILING OF THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION AND CERTIFICATE OF STATUS TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

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Amended and
Restated Articles

JAN 22 2008



January 18, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations
MAITLAND CONCOURSE SOUTH PHASE II PROPERTY OWNERS ASSOC
1551 SANDSPUR ROAD
MAITLAND, FL 32751

SUBJECT: MAITLAND CONCOURSE SOUTH PHASE II PROPERTY OWNERS ASSOCIATION,
INC.
REF: N08000000317

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MAITLAND CONCOURSE SOUTH PHASE II
PROPERTY OWNERS ASSOCIATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The Board of Directors of Maitland Concourse South Phase II Property Owners Association, Inc., a Florida Not for Profit Corporation (the "Corporation") have unanimously agreed in a Written Consent to Action of Directors Taken In Lieu of a Special Meeting dated January 16, 2008, that the Corporation's Articles of Incorporation be amended and restated in accordance with the Corporation's Articles of Incorporation and the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, and the number of votes cast for such amendment and restatement was sufficient for approval thereof. There are no members and therefore no member approval is required. Accordingly, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation shall be MAITLAND CONCOURSE SOUTH PHASE II PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Phase II Association."

**ARTICLE II
DURATION**

The Phase II Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Phase II Association shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III
DEFINITIONS**

The following words shall have the definitions set forth below for purposes of these Articles

3.1 **Declaration.** "Declaration" shall mean the Declaration of Covenants Conditions, Easements and Restrictions for Maitland Concourse South Phase II, to be recorded in the Public Records of Orange County, Florida as amended from time to time.

3.2 **Other Terms.** All other capitalized terms used herein which are not defined herein and which are defined in the Declaration shall have the meaning ascribed to them in the Declaration.

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ARTICLE IV
PRINCIPAL OFFICE

The principal office of the Phase II Association shall be located at 1551 Sandspur Road, Maitland, Florida, 32751

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The Phase II Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Phase II Association shall have all the powers of a nonprofit 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 Phase II Association shall have the power and its purpose shall be, to act as a property owners association comprised of the owners of the property subject to and benefited by the Declaration and to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Phase II Association for the maintenance, repair, replacement, administration and operation of the Common Property.

ARTICLE VI
VOTING RIGHTS

6.1 The Phase II Association shall have two classes of voting membership.

(a) Class A: Class A Members shall be all Owners, with the exception of the Phase II Declarant, and shall be entitled to the following votes for each Lot owned by such Owner:

Lot 12

8 votes

Lots 4-11 (except lots owned by Phase II Declarant) 1 vote. In the event that any one or more of Lots 4-11 shall be subdivided into two lots, each owner of a subdivided lot shall be entitled to 1/2 vote.

(b) Class B: The Class B Member(s) shall be the Phase II Declarant which shall be entitled to an aggregate of twenty (20) votes. The Class "B" membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

(i) When the Phase II Declarant, or any successor to the Phase II Declarant, no longer owns any land within the boundaries of the Phase II Plat; or

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(ii) When improvements utilizing all of the entitlements allocated to each of Lots 4 through 11 (or so much of such entitlements as the Owner of each Lot intends to utilize) have been erected on each of said Lots; or

(iii) Twenty (20) years from the date of recording of the original Phase II Declaration; or

(iv) When, in its discretion, the Phase II Declarant so determines.

From and after the happening of any one of these events, the Declarant shall call a special meeting as provided in the Bylaws to advise the Phase II Association membership of the termination of Class "B" status.

6.2 Multiple Owners and Designation of Voting Representative. When any Lot entitling the Owner to membership in the Phase II Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants by the entirety or in any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Phase II Association, such Owner shall select one official representative to qualify for voting in the Phase II Association and shall notify in writing the Secretary of the Phase II Association of the name of such individual. The vote of the individual shall be considered to represent the will of all the Owners of that Lot. In the circumstance of such common ownership, if the Owners fail to designate their voting representative then the Phase II Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification, the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

6.3 Cumulative Voting for Directors. In any election of Directors each Owner shall be entitled to cast that number of votes allocated to the Lot or Lots owned by such Owner (as set forth in Section 4.1 hereof) multiplied by the number of Directors to be elected. Such votes may be cast for one or more of the Directors standing for election.

6.4 Actions of Members Without a Meeting.

(i) Any action required or permitted by these Articles to be taken by the members at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the corporation by delivery to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of

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members are recorded. Written consent shall not be effective to take the corporate action referred to in the consent unless the consent is signed by members having the requisite number of votes necessary to authorize the action within sixty (60) days of the date of the earliest dated consent and is delivered in the manner required by this section.

(ii) Any written consent may be revoked prior to the date that the corporation receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the corporation at its principal office in this state or its principal place of business, or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded.

(iii) Within ten (10) days after obtaining such authorization by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing. The notice must fairly summarize the material features of the authorized action.

(iv) A consent signed under this section has the effect of a meeting vote and may be described as such in any documents.

(v) If the action to which the members consent is such as would have required the filing of a certificate under any other section of this act if such action had been voted on by members at a meeting thereof, the certificate filed under such other section must state that written consent has been given in accordance with the provisions of this section.

(vi) Whenever action is taken pursuant to this section, the written consent of the members consenting to such action or the written reports of inspectors appointed to tabulate such consents must be filed with the minutes of proceedings of members.

(vii) Notice of a meeting of members need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting. Unless required by the Bylaws, neither the affairs transacted nor the purpose of the meeting need be specified in the waiver.

(viii) Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting the time of the meeting, or the manner in which it has been called or convened, unless the member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Phase II Association shall be managed by a board of directors of not less than three (3) nor more than nine (9) directors who need not be Members. The board shall be comprised of three (3) members, but may be enlarged to as many as nine (9) members by

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amendment to the Bylaws; provided that there shall always be an odd number of directorships created. The initial Directors shall be appointed for staggered terms of one, two and three years. Successor directors shall be elected by the members for terms of three years, in accordance with the terms of the Declaration, these Articles, and the By-laws. The names and addresses of the current directors and the expiration date of their respective current term are:

<u>Name</u>	<u>Address</u>
Alan Ginsburg	1551 Sandspur Road Maitland, Florida 32751 Term Expires: 2011 Annual Meeting
David Lamm	960 Lake Belvedere Lane Orlando, Florida 32814 Term Expires: 2010 Annual Meeting
Jeffrey Bornstein	5015 Goddard Avenue Orlando, Florida 32804 Term Expires: 2009 Annual Meeting

In the event that the number of Members of 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. All directorships shall expire during any given three (3) year period.

ARTICLE VIII OFFICERS

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

ARTICLE IX INDEMNIFICATION

9.1 Every director and every officer of the Phase II Association shall be indemnified by the Phase II Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which such director or officer may be a party or in which such director or officer may become involved by reason of being or having been a director or officer of the Phase II Association, or having served at the Phase II Association's request as a director or officer of any other corporation, whether or not a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct. Notwithstanding the

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foregoing, in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Phase II Association approves such settlement and reimbursement as being for the best interest of the Phase II Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

9.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Phase II Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not to be indemnified by the Phase II Association as authorized by these Articles of Incorporation.

9.3 The Phase II Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Phase II Association, or is or was serving at the request of the Phase II Association as a director or officer of another Phase II Association, against any liability asserted against such director or officer and incurred by such director or officer in any such capacity, or arising out of status as such, whether or not the Phase II Association would have the power to indemnify such director or officer against such liability under the provisions of these Articles.

ARTICLE X BYLAWS

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

ARTICLE XI AMENDMENTS

Amendments to these Articles shall be made in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

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11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted.

11.6 Action Without Directors. The Members may amend these Articles without an act of the directors at a meeting for which notice of the changes to be made is given.

11.7 Limitations. No amendment shall make any changes in the qualifications for membership nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with Chapter 617, Florida Statutes or with the Declaration or By-laws.

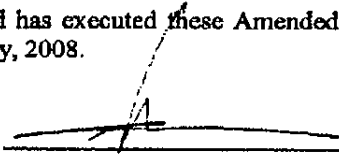
ARTICLE XII
NONSTOCK CORPORATION

The Phase II Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Phase II Association; provided, however, that membership in the Phase II Association may be evidenced by a certificate of membership which shall contain a statement that the Phase II Association is a corporation not for profit.

ARTICLE XIII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the registered agent of this corporation at that address is Aaron J. Gorovitz.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 17th day of January, 2008.



Alan Ginsburg, Director