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**SECOND 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 and Members of Maitland Concourse South Phase II Property Owners Association, Inc., a Florida Not for Profit Corporation (the "Corporation") have unanimously agreed in Joint Unanimous Written Consent by Directors and Members Taken In Lieu of a Special Meeting, dated as of November 13, 2008, that the Articles of Incorporation of the Corporation be amended and restated in the manner authorized by the Corporation's Articles of Incorporation and Bylaws and the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act. The actions of the Directors and of the Members were unanimous; accordingly, the number of votes cast for such amendment and restatement was sufficient for approval thereof. Therefore, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

1.1 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", or the "Association".

**ARTICLE II
DURATION**

2.1 The Phase II Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Phase II Association commenced upon the filing of the original 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

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3.1 Declaration. "Declaration" shall mean the Declaration of Covenants Conditions, Easements and Restrictions for Maitland Concourse South Phase II, recorded in ORB 9577 at page 3720 of the Public Records of Orange County, Florida, as said Declaration hereafter shall be amended from time to time.

3.2 Articles. "Articles" shall mean these Articles of Incorporation as the same hereafter shall be amended from time to time.

3.3 Bylaws. "Bylaws" shall mean the Bylaws of the Association in effect on the date hereof as the same hereafter shall be amended from time to time.

3.4 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.

ARTICLE IV PRINCIPAL OFFICE

4.1 The principal office of the Phase II Association shall be located at 968 Lake Baldwin Lane Orlando, Florida 32814.

ARTICLE V PURPOSE AND POWERS OF THE ASSOCIATION

5.1 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. Without limiting the foregoing, 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 Voting Rights. Voting rights of the Members of the Phase II Association and procedures for the exercise thereof shall be as set forth in the Bylaws. The Bylaws may provide for cumulative voting for the election of Directors.

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ARTICLE VII
BOARD OF DIRECTORS

7.1 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 initial board shall be comprised of three (3) members, but may be enlarged to as many as nine (9) members by 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 (1), two (2) and three (3) years. Successor directors shall be elected by the members for terms of three (3) years, in accordance with the terms of the Declaration, these Articles, and the Bylaws. 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	968 Lake Baldwin 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

8.1 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

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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 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

10.1 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.

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11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. For voting purposes the votes of Class A Members and the votes of Class B members shall be combined and counted as a single class and any proposed action shall be deemed approved or authorized if approved by the vote of a simple majority of the votes present and entitled to vote, provided, however, that no amendment shall make any changes in the qualifications for membership or the voting rights of Members without approval by all Members.

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 be made that is in conflict with Chapter 617, Florida Statutes or with the Declaration or Bylaws.

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 10th day of ~~August~~ December, 2008.



David Lamm, President