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C.COULLETTE

JUL 20 2009

EXAMINER

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REPLY TO: DeLand

July 13, 2009

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: 3733 Cardinal, LLC
Document No.: L09000035007

Dear/Sir/Madam:

The enclosed Articles of Amendment and fee are submitted for filing. Please return all correspondence concerning this matter to the undersigned. For further information concerning this matter, please call me at (386) 734-3020. Enclosed is a \$35.00 check made payable to the Department of State.

Very truly yours,

PAUL & ELKIND, P.A.



Harlan L. Paul

HLP/jlm
Enclosures
cc: Cardinal Shores Condominium Association, Inc.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

FOR

PHILCAT SHORES ASSOCIATION, INC.
Document No. N09000001054

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendments to its Articles of Incorporation:

The new name of the corporation is CARDINAL SHORES CONDOMINIUM ASSOCIATION, INC.

The new principal office address is: 821 WHIPORWILL DRIVE
PORT ORANGE, FL 32127

The new mailing address is: P.O. BOX 2097
DAYTONA BEACH, FL 32115

The name of the new Registered Agent is: RUDY J. DUBOVEC

The Registered Office Address is: 821 WHIPORWILL DRIVE
PORT ORANGE, FL 32127

The following officer is removed:

President MICHAEL STOREY 1380 NORTH COURTENAY PARKWAY
MERRITT ISLAND, FL 32953

The following officers are added:

President RUDY J. DUBOVEC P.O. BOX 2097
DAYTONA BEACH, FL 32115

Vice-President GREGORY SCHMID 1223 CHESSINGTON CIRCLE
LAKE MARY, FL 32746

Secretary OMAR CAPELLAN 8501 ASTRONAUT BLVD., STE. 5-31
CAPE CANAVERAL, FL 32920

Treasurer SCOTT MILHEIM 2582 MCGUIRE ROAD
OCOEE, FL 34761

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending and restating its previously filed Articles of Incorporation of a not-for-profit corporation under the laws of the state of Florida, hereby adopts, the following Articles of Incorporation, amending and restating its previously filed Articles of Incorporation:

ARTICLE 1
NAME AND ADDRESS

The name of the corporation shall be CARDINAL SHORES CONDOMINIUM ASSOCIATION, INC. The principal address of the corporation is 821 Whiporwill Drive, Port Orange, FL 32127. For convenience, the corporation shall be referred to in this instrument as the

“Association,” the Declaration of Condominium as the “Declaration,” these Articles of Incorporation as the “Articles,” and the Bylaws of the Association as the “Bylaws.”

ARTICLE 2 PURPOSE

The purpose for which the Association is organized is to provide an entity under the Florida Condominium Act as it exists on the date hereof (the “Act”) for the operation of that certain condominium located or to be located in Volusia County, Florida, and known as CARDINAL SHORES CONDOMINIUM.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 42-127-71505-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE 3 DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Volusia County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

ARTICLE 4 POWERS

The powers of the Association shall include and be governed by the following:

- 4.1 General. The Association shall have all of the common-law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws, or the Act.**
- 4.2 Enumeration. The Association shall have the powers and duties set forth in the Act except as limited by these Articles, the Bylaws, and the Declaration (to the extent that they are not in conflict with the Act) and all of the powers and duties reasonably necessary to operate the Condominium under the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:**
 - (a) To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.**
 - (b) To buy, own, operate, lease, sell, trade, and mortgage both real and personal property.**
 - (c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, and other property acquired or leased by the Association.**
 - (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, and Unit Owners.**
 - (e) To make and amend reasonable rules and regulations for the maintenance,**

conservation, and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.

- (f) To approve or disapprove the leasing, transfer of ownership, and occupancy to the extent authorized by the Declaration.
- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property, subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration or Bylaws.
- (h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repair, and replacement of the Common Elements using funds made available by the Association. The Association and its Officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the levy of assessments, promulgation of rules, and execution of contracts on behalf of the Association.
- (i) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Condominium.
- (j) To borrow money, pledge the assets of the Association as security for borrowed funds, and execute evidence of indebtedness.

4.3 **Condominium Property.** All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

4.4 **Distribution of Income; Dissolution.** The Association shall make no distribution of income to its members, Directors, or Officers. However, the assets of the corporation may be distributed to its members, in connection with the termination of the Condominium and the dissolution of the Association, as provided by the Declaration.

4.5 **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws, and the Act, provided that, in the event of conflict, the provisions of the Act shall control over those of the Declaration and Bylaws.

ARTICLE 5 MEMBERS

5.1 **Membership.** The members of the Association shall consist of all of the record title Owners of Units in the Condominium from time to time, and, after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

5.2 **Assignment.** The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 **Voting.** On all matters on which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner

provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned. If and to the extent permitted by law, the duly elected President shall be entitled to cast a tie-breaking vote, in addition to his/her vote as a unit owner, to break any tie on matters requiring a simple majority.

- 5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may provide for regular and special meetings of members other than the annual meeting.

ARTICLE 6 EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE 7 OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties and qualifications of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Rudy J. Dubovec P.O. Box 2097 Daytona Beach, FL 32115
Vice President:	Gregory Schmid 1223 Chessington Circle Lake Mary, FL 32746
Secretary:	Omar Capellan 8501 Astronaut Boulevard, Suite 5-315 Cape Canaveral, FL 32920
Treasurer:	Scott Milheim 2582 McGuire Road Ocoee, FL 34761

ARTICLE 8 DIRECTORS

- 8.1 Number and Qualification. The property, business, and affairs of the Association shall be managed by a board consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three Directors and which shall always be an odd number.

- 8.2 Duties and Powers. All of the duties and powers of the Association existing under the

Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.

- 8.3 **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- 8.4 **Term of Developer's Directors.** The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the Bylaws.
- 8.5 **First Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rudy J. Dubovec	P.O. Box 2097 Daytona Beach, FL 32115
Gregory Schmid	1223 Chessington Circle Lake Mary, FL 32746
Omar Capellan	8501 Astronaut Boulevard, Suite 5-315 Cape Canaveral, FL 32920

ARTICLE 9 INDEMNIFICATION

- 9.1 **Indemnity.** The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, employee, Officer, or Committee Member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction, or on plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.
- 9.2 **Expenses.** To the extent that a Director, Officer, or Committee Member has been successful on the merits or otherwise in defense of any action, lawsuit, or proceeding referred to in Section 10.1 above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection with that defense.

- 9.3 **Advances.** Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article 10.
- 9.4 **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of that person.
- 9.5 **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or is or was serving, at the request of the Association, as a Director, Officer, Committee Member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.
- 9.6 **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 10 BYLAWS

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

ARTICLE 11 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 11.1 **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in F.S. Chapter 617. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 11.2 **Adoption.** Amendments shall be proposed and adopted in the manner provided in F.S. Chapter 617 and in the Act (the latter to control over the former to the extent provided for in the Act).
- 11.3 **Limitation.** No amendment shall be made that is in conflict with the Act, the Declaration, or the Bylaws, nor shall any amendment make any changes that would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Developer, or an affiliate, successor, or assign of the Developer unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 11.3 shall be effective.
- 11.4 **Developer Amendments.** To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

provisions of Florida law relative to keeping the registered office open. I am familiar with and accept the obligations of the position.



RUDY J. DEBOVEC, REGISTERED AGENT

DATED ON June 30th 2009

The date of each amendment's adoption is JUNE 30, 2009.

Effective date if applicable: JUNE 30 2009.

Adoption of Amendments (CHECK ONE)

- The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.
- There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Dated this 26TH day of June, 2009.



MICHAEL STOREY, PRESIDENT