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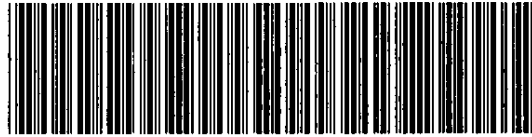
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*Amended and
Restated Art*

FILED
10 APR 28 AM 9:12
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Roberts MAY 05 2010

WATERSTONE COMMUNITY ASSOCIATION, INC.

**5511 Hansel Ave.
Orlando, FL 32809
407/851-1519
407/851-1512 - Fax**

April 27, 2010

Florida Dept. of State
Division of Corporations
Amendment Section
2661 Executive Center Cr.
Tallahassee, FL 32301

Gentlemen:

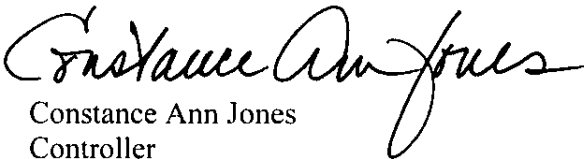
We are sending herewith our Amended and Reinstated Articles of Incorporation that we would like to have recorded.

Our payment in the amount of \$52.50 is also enclosed for the Filing Fee, Certificate of Status and Certified Copy. Upon completion of this document, could you please return this to us in the enclosed Federal Express Envelope.

We sincerely thank you for your attention and assistance.

Sincerely,

WATERSTONE COMMUNITY
ASSOCIATION, INC.


Constance Ann Jones
Controller

CAJ/ms

Enc.

Articles of Amendment
to
Articles of Incorporation
of

Waterstone Community Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N09000003816

(Document Number of Corporation (if known))

FILED
10 APR 28 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Douglas P. Hooker

New Registered Office Address:

5511 Hansel Ave.

(Florida street address)

Orlando, FL

(City)

, Florida 32809

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
SEC/ TREAS	Neal W. Harris	625 Main St. Windermere, FL 34786	☐ Add ☒ Remove
TREAS	James R. Fox	625 Main St. Windermere, FL 34786	☒ Add ☐ Remove
			☐ Add ☐ Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Enclosed

Four Items In Introduction to "Where As"

Article #3, #5, and #15

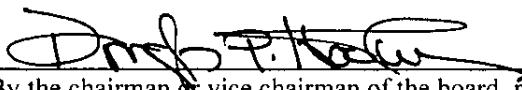
The date of each amendment(s) adoption: April 19, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 27, 2010

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator -- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Douglas P. Hooker
(Typed or printed name of person signing)

Vice President
(Title of person signing)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WATERSTONE
COMMUNITY ASSOCIATION, INC.**

WHEREAS, the Articles of Incorporation of WATERSTONE COMMUNITY ASSOCIATION, INC. (the "Association") were filed with the Florida Department of State on April 17, 2009 and were assigned a document number of N09000003816; 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 April 19, 2010; 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**

The name of this corporation shall be WATERSTONE COMMUNITY ASSOCIATION, INC, a Florida non profit corporation. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

**ARTICLE II
DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall have perpetual existence.

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

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Covenants, Conditions, Easements and Restrictions for Waterstone ("Declaration") recorded in the Public Records of Orange County, Florida. Capitalized terms used herein without definition shall have the same meanings given to such

terms in the Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws of the Association, the Declaration or the Association Act. The Association shall have the power and obligation to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws of the Association, including, but not limited to, (i) the ownership and maintenance of all Common Areas, including the Surface Water Management System and Conservation Areas, (ii) the levy and collection of Assessments against Members of the Association, and (iii) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association as specified in the Declaration. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, directors or officers.

ARTICLE IV **PRINCIPAL OFFICE**

The initial principal office and mailing address of the Association is located at 625 Main Street, Suite 27, Windermere, Florida 34786.

ARTICLE V **REGISTERED OFFICE AND AGENT**

Douglas P. Hooker, whose address is 5511 Hansel Ave., Orlando, Florida 32859, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI **DISSOLUTION OF THE ASSOCIATION**

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

6.1 Real property contributed to the Association without the receipt of other than nominal consideration by the Class B Member (or its predecessor in interest) shall be returned to the Class B Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

6.2 Conveyance to a not for profit corporation homeowners' association similar to the Association or dedication to any applicable municipal or other governmental authority determined by the Board of Directors of the Association to be appropriate for such dedication, which authority is willing to accept such dedication, of any property and responsibilities of the Association, which association or governmental authority shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the

operation and maintenance of the Surface Water Management System and Conservation Areas, such obligation must be transferred to and accepted by an entity which satisfies the requirements of a "responsible entity" as required by the SFWMD, and such entity must be approved by the SFWMD prior to dissolution. If no other association or governmental authority will accept such property and responsibilities then it will be conveyed to a trustee appointed by the Circuit Court of Orange County, Florida, which trustee shall sell such property free and clear of the limitations imposed hereby upon terms established by the Circuit Court of Orange County, Florida. That portion of the property consisting of the Surface Water Management System and Conservation Areas cannot be altered, changed or sold separate from the lands associated therewith. The proceeds of such a sale shall first be used for the payment of any debts or obligations constituting a lien on such property, then for the payment of any obligations incurred by the trustee in the operation, maintenance, repair and upkeep of such property. The excess proceeds, if any, from the property shall be distributed among Members in a proportion that is equal to the proportionate share of such Members in the Common Expenses of the Association.

ARTICLE VII **MEMBERSHIP**

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles of Incorporation, the Bylaws of the Association, any rules and regulations promulgated by the Association, and Florida law.

ARTICLE VIII **VOTING RIGHTS**

A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration, these Articles of Incorporation, and the By-Laws of the Association, including, but not limited to, the following:

8.1 The Association shall have two (2) classes of voting membership as follows:

Class A. Class A Members shall be all Owners of Lots, with the exception of the Declarant (prior to Turnover). Class A Members shall be allocated one (1) vote for each Lot in which they hold the interest required for membership in the Association. The vote for each Lot shall be cast only by the Voting Member for that Lot.

Class B. The Class B Member shall be the Declarant, or its specifically designated (in writing) successor. The Class B Member shall be allocated a number of votes equal to three (3) times the total number of Class A votes at any given time; provided, however, that Class B membership shall cease and become converted to Class A membership, as appropriate, upon Turnover of the Association as set forth in Article XV of the Declaration.

8.2 Notwithstanding anything in the foregoing provisions of this Article VIII or the Bylaws of the Association to the contrary, and without regard to the number of votes allocated to

the Declarant, the Declarant shall have the power at all times while the Declarant holds fee simple title to at least five percent (5%) of the total number of the combined Lots (in other words, 5% of the total number of votes in the Association), exercisable in Declarant's sole discretion, to elect at least one (1) director to the Board of Directors of the Association. Nothing contained in the foregoing, however, is intended, nor shall be deemed, to create any obligation upon the Declarant to exercise such right to elect such one (1) director.

8.3 Unless elsewhere specifically provided to the contrary in the Declaration or these Articles of Incorporation, any provision of these Articles of Incorporation which requires the vote or approval of a majority or other specified fraction or percentage of the total voting power of the Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting power of the Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws of the Association dealing with annual or special meetings of the Members of the Association.

B. Written consents signed by the majority or other specified fraction or percentage of the total voting power of the Association.

ARTICLE IX **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors who shall be elected by the Members pursuant to the provisions of the Declaration and these Articles of Incorporation and following the procedures set forth in the Bylaws of the Association. The number of directors constituting the initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) nor more than seven (7), and shall always be an odd number (i.e., 3, 5, 7). Any increase or decrease in the number of directors shall require the affirmative vote of a majority of the voting interests of the Members at any Special Meeting of the Members called for the purpose of changing the number of directors of the Association. So long as there shall be a Class B Member, directors need not be Members of the Association and need not be residents of the State of Florida; thereafter, all directors, other than any director elected by the Declarant pursuant to Section 8.2 of these Articles of Incorporation, shall be Class A Members of the Association and residents of the State of Florida. The term of office of the initial directors of the Association shall expire at the first meeting of Members at which directors are elected. The terms of office of all other directors will expire at the next annual meeting of Members following the election of such directors. Despite the expiration of a director's term, the director will continue to serve until a successor is elected and qualifies or until there is a decrease in the number of directors. Any director may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Members. The names and addresses of the persons who are to act in the capacity of initial directors until the election and qualification of their successors are:

Name	Address
Donald M. Huber	625 Main Street, Suite 27 Windermere, Florida 34786
James R. Fox	625 Main Street, Suite 27 Windermere, Florida 34786
Douglas P. Hooker	5511 Hansel Ave. Orlando, Florida 32859

ARTICLE X **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 its first meeting, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI **AMENDMENT**

These Articles of Incorporation may be changed, amended or modified, at any time and from time to time, by the Members, as and to the extent provided in, and pursuant to the procedures set forth in, the Declaration.

ARTICLE XII **INDEMNIFICATION**

12.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him 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 he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the 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.

12.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the 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 he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

12.3 The 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 Association, or is or was serving at the request of the Association as a director or officer of another corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XIII **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 XIV **INCORPORATOR**

The name and address of the Incorporator of this corporation is as follows:

Name

Address

Daniel T. O'Keefe, Esquire

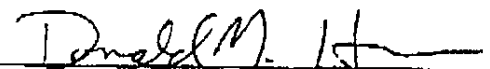
300 South Orange Avenue, Suite 1000
Orlando, Florida 32801

ARTICLE XV **NON-STOCK CORPORATION**

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

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Waterstone Community Association, Inc., are hereby executed on behalf of the Association by its President this 16 day of April, 2010.

WATERSTONE COMMUNITY ASSOCIATION, INC.


DONALD M. HUBER, PRESIDENT