

N11000005951

(Requestor's Name)

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(City/State/Zip/Phone #)

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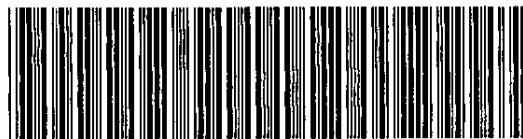
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NORTH DAKOTA  
DISTRICT OF NORTH DAKOTA

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T. LEWIS

LAW OFFICES  
SCHREEDER, WHEELER & FLINT, LLP  
1100 PEACHTREE STREET, NE  
SUITE 800  
ATLANTA, GEORGIA 30309-4516

(404) 681-3450  
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Kelly S. Layfield  
Paralegal

E-Mail: klayfield@swflp.com

July 19, 2012

Florida Department of State  
ATTN: Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: The Windward on Lake Conway, a Condominium


Dear Sir or Madam:

Please find enclosed one original and one copy of the Amended and Restated Articles of Incorporation of The Windward on Lake Conway, a Condominium, to be filed upon your nonprofit corporation records. Also enclosed is this firm's check in the amount of \$35.00 in payment of your filing fees.

I would appreciate your returning the stamped "filed" copy to my attention using the enclosed envelope.

Please feel free to contact me should you have any questions.

Sincerely,

  
Kelly Layfield

/ksl  
Encl.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 25, 2012

KELLY LAYFIELD  
SCHREEDER, WHEELER & FLINT, LLP  
1100 PEACHTREE STREET, N.E., SUITE 800  
ATLANTA, GA 30309-4516

SUBJECT: THE WINDWARD ON LAKE CONWAY CONDOMINIUM  
ASSOCIATION, INC.  
Ref. Number: N11000005951

We have received your document for THE WINDWARD ON LAKE CONWAY CONDOMINIUM ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

Thelma Lewis  
Document Specialist Supervisor

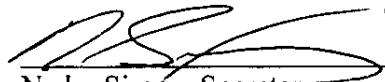
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12 AUG 27 PM 2:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT  
FOR  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
THE WINDWARD ON LAKE CONWAY CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Article XI of the Articles of Incorporation filed on June 20, 2011, the amendments set forth in the Amended and Restated Articles of Incorporation of The Windward on Lake Conway Condominium Association, Inc. attached hereto were adopted by the Board of Directors, and none of the amendments contained therein requires member approval.

Dated as of June 27, 2012.

  
\_\_\_\_\_  
Nader Sirag, Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**THE WINDWARD ON LAKE CONWAY CONDOMINIUM ASSOCIATION, INC.**

A Corporation Not for Profit

In compliance with the provisions of Chapter 617, Florida Statutes, the undersigned duly authorized officer acting on behalf of the Association, signs and acknowledges the following Amended and Restated Articles of Incorporation for this corporation which do hereby supersede the original Articles of Incorporation adopted as of June 17, 2011, and filed with the Florida Secretary of State, Division of Corporations, on June 20, 2011, as Document No. N11000005951.

**ARTICLE I**

**Name**

The name of this corporation is:

The Windward on Lake Conway Condominium Association, Inc. (hereinafter referred to as the "Association").

**ARTICLE II**

**Address of Principal Office**

The Association's principal office is located at:

7818 Daetwyler Drive,  
Unit 103,  
Belle Isle, Florida 32812

The Association's mailing address is as follows:

7818 Daetwyler Drive,  
Unit 103,  
Belle Isle, Florida 32812

**ARTICLE III**

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12 AUG 27 PM 3:20  
CLERK OF THE  
CITY OF MIAMI  
DADE COUNTY

### Purposes

The purposes for which the Association is formed are:

A. To exercise all of the powers and privileges, perform all of the duties, and fulfill all of the obligations of the Association as set forth in the Association's By-Laws and in the Declaration of Condominium for The Windward on Lake Conway, A Condominium (the "Declaration"), duly recorded or to be recorded in the Public Records of Orange County, Florida, as both of which may lawfully be amended or supplemented from time to time, and to provide an entity for the furtherance of the interests of all of the Owners, including Developer, of Condominium Units in The Windward on Lake Conway, A Condominium (the "Project"), with the objective of establishing and maintaining the Project as a condominium of the highest possible quality and value and enhancing and protecting its value, desirability and attractiveness. Unless expressly indicated to the contrary, the terms used herein shall have the meanings given to them in the Declaration.

B. To fix, levy, collect and enforce payment by all lawful means of all Assessments and other amounts levied pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all administrative and other expenses incurred in exercising the Association's powers and performing its functions; to enforce the terms, covenants, restrictions, reservations, conditions, uses, limitations and obligations set forth in the Declaration and the Association's By-Laws and to make and enforce Rules and Regulations as provided therein, including but not limited to, the costs of maintenance and operation of the Surface Water or Stormwater Management System, as that term is defined in the Declaration.

C. To purchase, acquire, own, hold, lease (either as lessee or lessor), sell, convey, exchange, encumber, borrow against, improve, construct, maintain, equip, operate and generally deal in real property and all property of any and every kind or description, whether real or personal, or any interest therein.

D. To perform and carry on any lawful activity whatsoever which the Association may deem proper and convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of the Association or to enhance or further the accomplishment of any of its powers, purposes and objectives; to conduct its business either inside or outside the State of Florida; to have and to exercise all of the powers conferred by the laws of the State of Florida upon not for profit corporations formed under the laws pursuant to and under which the Association is formed, as such laws are now in effect and may at any time hereafter be amended.

E. To carry out all or any part of the foregoing purposes as principal, agent, or otherwise, either alone or in conjunction with any person, firm, association or other corporation and in any part of the world; to employ or engage independent contractors and employees, including specifically one or more managing agents to carry out its purposes; and for the purpose of obtaining or furthering any of its purposes, to make and perform contracts of any lawful kind and description with any person, firm, corporation, government or governmental subdivision, to sue and be sued in its own name, to do such acts and things and to exercise any

and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same shall not be inconsistent with the Declaration, the Association's By-Laws or the laws of the State of Florida.

F. To exercise all other common law or statutory powers of a corporation not for profit which are not in conflict with the Declaration, the Association's By-Laws or any applicable provision of law.

G. To 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. 40-095-96294-4 requirements and applicable District rules, and to assist in the enforcement of the covenants and restrictions within the Declaration which relate to the Surface Water or Stormwater Management System.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers and, except where otherwise indicated, the purposes and powers stated in each clause shall be in no way limited or restricted by reference to the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

#### ARTICLE IV

##### Election of Directors

The method of election of directors of the Association is stated in the By-Laws of the Association.

#### ARTICLE V

##### No Distributions

The Association is organized on a non-stock basis, does not contemplate pecuniary gain or profit to the members thereof and is organized solely for non-profit purposes. No dividends shall be paid and in no event shall the net earnings, income or assets of the Association be distributed to or inure to the benefit of, its members, Directors or Officers, except upon the dissolution of the Association. Notwithstanding the foregoing, the Association may pay compensation in a reasonable amount to its members, Directors or Officers for services rendered, may confer benefits upon its members in conformity with its purposes and upon dissolution or final liquidation, may make distributions to its members as permitted by Chapter 617, Florida Statutes. Any such payment, benefit or distribution shall not constitute a dividend or a distribution of income or profit for purposes of this Article.

#### ARTICLE VI

##### Term

The period of duration of the Association is perpetual.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

## ARTICLE VII

### Members

A. Each Owner, including Developer to the extent it is deemed an Owner of any Condominium Unit in accordance with the provisions of the Declaration, shall be a member of the Association until he ceases to be an Owner.

B. Each member shall have such rights and privileges and be subject to such duties, obligations and restrictions, including restrictions governing the transfer of his membership, as are set forth in the Declaration and the Association's By-Laws.

## ARTICLE VIII

### Board of Directors

A. The affairs of the Association shall be governed by a Board of Directors comprised of at least three (3) but no more than seven (7) persons; provided, however, that the Board shall at all times be comprised of an odd number of Directors. Provisions regarding the qualification, election, term, removal and resignation of Directors shall be set forth in the Association's By-Laws.

B. The initial Board of Directors shall be appointed by Developer and shall serve until such time as Developer appoints replacement Directors or until their successors have been qualified and duly elected by the members of the Association in the manner provided in the By-Laws. The names and addresses of the persons who are to serve as the initial Directors are:

Sharon Habibi  
7818 Daetwyler Drive  
Unit 103,  
Belle Isle, Florida 32812

Nate Sirang  
7818 Daetwyler Drive  
Unit 103,  
Belle Isle, Florida 32812



Andre Branch  
7818 Daetwyler Drive  
Unit 103,  
Belle Isle, Florida 32812

## ARTICLE IX

### Officers

The affairs of the Association shall be administered by a President, Vice-President, Secretary, Treasurer and such additional Officers as the Board of Directors may deem necessary or appropriate from time to time. The Officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each newly constituted Board and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

Sharon Habibi	President
Nader Sirang (a/k/a Nate Sirang)	Vice President/Secretary
Andre Branch	Treasurer/Assistant Secretary

## ARTICLE X

### By-Laws

The initial By-Laws of the Association shall be adopted by the initial Board of Directors and may be altered, amended or repealed by the members of the Association and/or the Board in the manner provided therein.

## ARTICLE XI

### Amendments

A. A proposed amendment to these Articles of Incorporation shall be set forth in a resolution adopted by the Board of Directors. A written notice setting forth the full text of any such proposed amendment or a summary of the changes to be effected thereby shall be given to each member of the Association not less than fourteen (14) days prior to the date of the Annual or Special meeting at which such proposed amendment will be submitted to a vote.

B. Any such proposed amendment shall be adopted upon the affirmative vote of members casting a majority of the total votes eligible to be cast by all of the members of the Association present, either in person or by proxy, at the meeting at which such vote takes place. Subsequent to the adoption of the amendment, articles of amendment which comply with Section

617.1006, Florida Statutes, shall be executed by the President or Vice President of the Association and by its Secretary or an Assistant Secretary, acknowledged by one of such Officers and delivered to the Department of State, State of Florida. Upon the filing of such amendment by the Department of State and the recordation thereof in the Public Records of Orange County, Florida (with reference to the appropriate recording data for the Declaration), the amendment shall become effective and these Articles of Incorporation shall be amended accordingly.

C. Notwithstanding the foregoing provisions of this Article XI to the contrary, no amendment to these Articles of Incorporation which affects the rights or privileges of Developer shall become effective unless and until approved, in writing, by Developer. Furthermore, so long as Developer is deemed the Owner of any Condominium Unit, pursuant to the provisions of the Declaration, representing an aggregate undivided ownership interest of ten percent (10%) or more of the Common Elements submitted to the Declaration or that may be submitted in subsequent phases, Developer may unilaterally amend these Articles of Incorporation to effectuate any of the purposes set forth in the Declaration.

## ARTICLE XII

### Incorporator

The name and address of the Incorporator, a natural person competent to contract, is as follows:

Leo Rose III  
Schreeder, Wheeler & Flint, LLP  
1100 Peachtree Street, N.E.  
Suite 800  
Atlanta, Georgia 30309

## ARTICLE XIII

### Registered Office and Agent

The address of the initial registered office of the Association shall be 236 East 6th Avenue, Tallahassee, FL 32303, and the name of the initial registered agent at such address shall be Paracorp Incorporated.

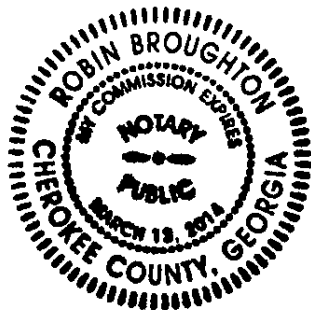
IN WITNESS WHEREOF, the undersigned authorized officer has hereunto set her hand and affixed her seal and caused these Amended and Restated Articles to be signed this 27<sup>th</sup> day of June, 2012.

Sharon Habibi  
Sharon Habibi, President

STATE OF GA )  
COUNTY OF Cherokee )

BEFORE ME, the undersigned authority, personally appeared Sharon Habibi, President of The Windward on Lake Conway Condominium Association, Inc., to me known to be the person who executed the foregoing Amended and Restated Articles of Incorporation of The Windward on Lake Conway Condominium Association, Inc. and being by me duly sworn, declared that the statements therein contained are true and correct.

GIVEN under my hand and seal of office this 27 day of June, 2012.



Robin Broughton  
Notary Public

My Commission Expires: 3/13/2014