

N12000008695

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

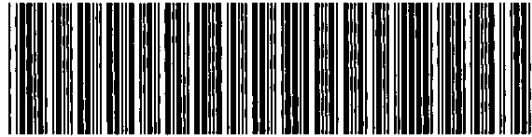
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800240907658

10/18/12--01014--002 \*\*43.75

*Amended And  
Restored Act*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 OCT 18 PM 4: 18

OCT 18 2012  
T. ROBERTS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** WELLINGTON WOODS HOMEOWNERS' ASSOCIATION, INC.

**DOCUMENT NUMBER:** N12000008695

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edward G. Milgrim

(Name of Contact Person)

Law Office of Edward G. Milgrim, P.A.

(Firm/ Company)

1155 Louisiana Avenue, Suite 200

(Address)

Winter Park, FL 32789

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Edward G. Milgrim

(Name of Contact Person)

at (407) 790-4966

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**WELLINGTON WOODS HOMEOWNERS' ASSOCIATION, INC.**  
**(a corporation not-for-profit)**

WHEREAS, the name of the corporation is Wellington Woods Homeowners' Association, Inc.; and

WHEREAS, the corporation was filed on September 11, 2012, as a Florida Not-For-Profit corporation; and

WHEREAS, the corporation, by and through its Directors, pursuant to the provisions of Section 617.1002 and 617.1007, Florida Statutes, wishes to amend and restate the Articles of Incorporation; and

WHEREAS, the Directors unanimously agreed to amend and restate the aforesaid Articles in the manner hereinafter set forth by achieving a quorum in the case of the Directors as specified in the Articles of Incorporation, By-Laws and/or the Florida Statutes, as applicable; and

NOW THEREFORE, the undersigned hereby amend and restate the Articles of Incorporation as follows:

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned have executed, adopted and caused to be delivered for filing these Amended and Restated Articles of Incorporation for Wellington Woods Homeowners' Association, Inc., a corporation not-for-profit and do hereby certify:

**ARTICLE I**  
**NAME**

The name of this corporation shall be Wellington Woods Homeowners' Association, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS.**

The location of the corporation's principal office and its mailing address shall be c/o Titan HOA Management, LLC, 1637 E. Vine Street, Suite 200, Kissimmee, FL, 34747, or at such other place as may be established by resolution of the Association's Board of Directors (the "Board") from time to time.

**ARTICLE III**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 1637 E. Vine Street, Suite 200, Kissimmee, FL, 34747, and the name of the initial registered agent to accept service of process within the State of Florida at that address is Titan HOA Management, LLC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 OCT 18 PM 4:18

**ARTICLE IV**  
**DEFINITIONS**

Unless otherwise defined herein, all capitalized terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants and Restrictions for Wellington Woods to be recorded in the public records of Volusia County, Florida (as it may from time to time be amended the "Declaration").

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

Section 1. The purpose for which the Association is organized is to provide an entity for the operation of the Property (as defined in the Declaration) and the preservation and maintenance thereof as further set forth in the Declaration. In furtherance thereof, the Association shall have the following powers:

(a) All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which the Association is chartered, and all of the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.

(b) All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(i) To make and establish reasonable rules and regulations governing the use of the Lots, Common Areas and Areas of Common Responsibility in accordance with the Declaration.

(ii) To levy and collect assessments against Members of the Association to defray the Common Expenses as provided in the Declaration and in the Bylaws, including, without limitation, the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the Common Areas and Areas of Common Responsibility and in accomplishing the purposes set forth in the Declaration.

(iii) To maintain, repair, replace, operate and manage the Common Areas and Areas of Common Responsibility and the property comprising same, including, without limitation, the right to reconstruct improvements after casualty and to make further improvement of said property.

(iv) To enforce the provisions of the Declaration, Articles, the Bylaws and the rules and regulations governing the use of the Common Areas and Areas of Common Responsibility as the same may be hereafter established.

(v) Subject to the limitations set forth in Section 720.31, Florida Statutes, as amended from time to time, to now or hereafter acquire and enter into

leases and agreements of every nature, whereby the Association acquires leaseholds, memberships and other possessory or use interests in land or facilities, including, without limitation, recreational facilities, whether or not contiguous to the Property, to provide enjoyment, recreation, or other use of benefit to the Owners, all as may be deemed by the Board of Directors to be in the best interests of the Association.

(vi) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

(vii) To operate, maintain, repair and manage the Master Surface Water Management System in a manner consistent with applicable permits and rules, and to assist in the enforcement of the restrictions and covenants contained therein.

(viii) To levy and collect adequate assessments against Members of the Association for the costs of operation, maintenance and repair of the Master Surface Water Management System, including, but not limited to, work within retention areas, drainage structures and drainage easements.

(ix) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(x) To borrow money, and with the assent of the representatives of two-thirds (2/3rds) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(xi) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by the representatives of two-thirds (2/3rds) of each class of Members, agreeing to such dedication, sale or transfer; provided, however, that there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a replatting of any portion of the Common Areas.

(xii) To participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional residential property and Common Areas.

(xiii) To sue and be sued in a court of law.

(xiv) To have and to exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

Section 2. Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, directors, or officers.

## **ARTICLE VI** **MEMBERS**

The Members ("Members") shall consist of Declarant, and all other Owners of Lots located within the Property. Membership in the Association is appurtenant to, and inseparable from, ownership of a Lot. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

### **Section 1. VOTING AND ASSESSMENTS.**

A. The Association shall have two classes of voting membership as follows:

1. Class A Membership. The Class A Members shall be all Owners, with the exception of Declarant, for so long as Declarant is a Class B Member. Each Class A Member shall be entitled to one (1) vote for each Lot owned.

2. Class B Membership. The Class B Member shall be Declarant who shall be entitled to three (3) votes for each Lot owned by Declarant. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(i) Three (3) months after ninety percent (90%) of the Lots have been conveyed to members of the Association other than Declarant (and other than builders, contractors, or other persons or entities who purchase a Lot for purposes of constructing improvements thereon to be offered for resale); or

(ii) Such earlier date as Declarant may choose to terminate the Class B Membership upon notice to the Association.

B. When one or more persons or entities holds an interest or interests in any Lot or other portion of the Property, all such persons shall be Members, and the vote(s) for such portions of the Property shall be exercised as they among themselves shall determine. The votes for any Lot, or other portion of the Property, cannot be divided for any issue and must be voted as a whole, except where otherwise required under the provisions of these Articles, the Declaration, or by law. The affirmative vote of a majority of the votes allocated to the Members cast at any meeting of the Members duly called at which a quorum is present, or cast by written ballot by a quorum of the membership, shall be binding upon the Members and the Association.

C. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of these Articles and the Bylaws of the Association relating thereto.

**ARTICLE VII**  
**BOARD OF DIRECTORS.**

A. The affairs of the Association shall be managed by a Board consisting of three (3), five (5), or seven (7) Directors. Initially, the Board shall consist of three (3) members, with the number in subsequent years to be determined by the members of the Board, provided that there shall always be an odd number of directorships created. The number of directors may be changed by amendment to the Bylaws of the Association. Directors need not be members of the Association and need not be residents of the State of Florida. For so long as the Class B Membership shall exist, Declarant shall have the right to appoint all of the Directors. In addition, Declarant shall be entitled to elect at least one (1) member of the Board as long as Declarant holds for sale in the ordinary course of business at least five (5%) of the Lots in the Property, all in accordance with the Bylaws. Following termination of the Class B Membership, Directors shall be elected as herein provided.

B. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Adam C. Schott	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822
John Auld	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822
Gregg Inghram	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822

C. Elections shall be by plurality vote. At the first annual election of the Board, the terms of office of the elected Director receiving the highest number of votes shall be established at two (2) years. The other Directors shall be elected for terms of one (1) year each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of each Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. In no event can a Board member appointed by Declarant be removed except by action of Declarant. Any Director appointed by Declarant shall serve at the pleasure of Declarant, and may be removed from office, and a successor Director may be appointed, at any time by Declarant.

**ARTICLE VIII**  
**OFFICERS.**

A. The day to day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices, may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Adam C. Schott	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822
Vice President	John Auld	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822
Secretary	Gregg Inghram	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822
Treasurer	John Auld	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822

**ARTICLE IX**  
**CORPORATE EXISTENCE.**

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law, including without limitation, filing with the Secretary of State, State of Florida.

**ARTICLE X**  
**BYLAWS.**

The Board shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by in the manner provided by the Bylaws.



**ARTICLE XI**  
**AMENDMENTS TO ARTICLES OF INCORPORATION.**

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

- A. 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 Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- B. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes. Subject to the terms of Article XVII and as approved by the St. Johns River Water Management District as to any matters pertaining to the Surface Water or Stormwater Management System, any amendment to these Articles shall require the assent of two thirds (2/3) of the votes of the Class A Membership and the consent of the Class B Membership, if such exists.
- C. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Volusia County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded.
- D. Limitations. No amendment shall be made that is in conflict with the Declaration.

**ARTICLE XII**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

A. To the fullest extent allowed by law, the Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as a Director or officer of the Association or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, reasonable attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable

belief that such action was in the best interest of the Association or that he or she had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including, without limitation, reasonable attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his or her duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he or she reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

### **ARTICLE XIII.**

#### **TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.**

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he or she is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.

**ARTICLE XIV.**  
**DISSOLUTION OF THE ASSOCIATION.**

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

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board to be appropriate for such dedication and which the authority is willing to accept.

2. If no municipal or governmental authority will accept such dedication, the assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board and by two-thirds (2/3) of the Members and the consent of Declarant while Declarant owns any portion of the Property. In the event of incorporation by annexation or otherwise, of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

C. 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., or any similar rule, and such entity must be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XV.**  
**MERGERS AND CONSOLIDATIONS.**

Subject to the provisions of the Declaration and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as Declarant shall own any portion of the Property, any such merger or consolidation shall require Declarant's prior approval.

**ARTICLE XVI**  
**INCONSISTENCY**

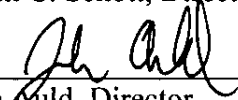
In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles, the terms and provisions of the Declaration shall prevail.


**ARTICLE XVII**  
**REQUIRED APPROVALS**

Notwithstanding anything in these Articles to the contrary, as long as there exists a Class "B" Membership, if any one or more of HUD, FHA or VA requires approval or consent by it or them to annexation of additional property, any merger or consolidation involving the Association, the placing of any mortgage lien on the Common Area, dedication to the public of any Common Area, any amendment of the Declaration or these Articles, or dissolution of the Association, by anyone of said agencies as a condition of making, insuring or purchasing loans on Lots and improvements constructed thereon in the Property, and any such loan has been approved, insured or purchased by the applicable agency at the time of the proposed annexation, merger, consolidation, mortgaging, dedication, amendment or dissolution, then the required consent or approval shall be obtained.

IN WITNESS WHEREOF, we being all of the Directors of Wellington Woods Homeowners' Association, Inc., have adopted and approved these Amended and Restated Articles of Incorporation of Wellington Woods Homeowners' Association, Inc., this 9<sup>th</sup> day of OCTOBER, 2012.

  
\_\_\_\_\_  
Adam C. Schott, Director

  
\_\_\_\_\_  
John Auld, Director


  
\_\_\_\_\_  
Gregg Inghram, Director

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

WELLINGTON WOODS HOMEOWNERS' ASSOCIATION, INC., HAS NAMED TITAN HOA MANAGEMENT, LLC WHOSE ADDRESS IS 1637 E. VINE STREET, SUITE 200, KISSIMMEE, FL 34747, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

TITAN HOA MANAGEMENT, LLC

By:   
Name: Domingo Sanchez  
Title: President  
Dated: OCTOBER 9, 2012

Articles of Amendment  
to  
Articles of Incorporation  
of

**WELLINGTON WOODS HOMEOWNERS' ASSOCIATION, INC.**

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

**N12000008695**

(Document Number of Corporation (if known))

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:**

**Not Applicable**

*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**)

**Not Applicable**

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

**Not Applicable**

**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:* **Not Applicable**

(Florida street address)

*New Registered Office Address:*

\_\_\_\_\_, Florida  
(City) (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)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

See attached AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF WELLINGTON WOODS HOMEOWNERS' ASSOCIATION, INC.



The date of each amendment(s) adoption: OCTOBER 9, 2012

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 10/12/2012

Signature [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)

ADAM SCHOTT  
(Typed or printed name of person signing)

DIRECTOR / PRESIDENT  
(Title of person signing)