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FOUNTAINS AT CHAMPIONSGATE TOWNHOMES OWNERS
ASSOCIAT**

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FOUNTAINS AT CHAMPIONSGATE TOWNHOMES OWNERS ASSOCIATION, INC.

Doc #: N13000005612

These Amended and Restated Articles of Incorporation of Fountains at ChampionsGate Townhomes Owners Association, Inc., a Florida not for profit corporation, dated as of October 15, 2014, are being duly executed and filed by Garrett Kenny, its President, to amend and restate the Association's original articles of incorporation, which were filed on June 17, 2013. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be Fountains at ChampionsGate Townhomes Owners Association, Inc. (hereinafter referred to as the "Association") and the office for the transaction of its affairs shall be 116 Polo Park East Blvd., Davenport, FL 33897.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Fountains at ChampionsGate Townhomes (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants and Restrictions for the Community recorded in the public records of Osceola County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include, but shall not be limited to:

- a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- b. Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- c. Own and convey property;
- d. Establish Rules and Regulations;
- e. Sue and be sued;
- f. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- g. Maintain, repair and replace the Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties, including, but not limited to, the Surface Water Management System Facilities; and
- h. Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

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ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

1. **Eligibility.** Every person, whether an individual, corporation or other entity, who is the recorded owner of a Lot that is subject to Assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. An owner of more than one Lot is entitled to membership for each Lot owned. No person other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot, provided however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession. The Amenities Owner is a Member with respect to the Amenities Property.

If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determined among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

2. **Classes of Membership and Voting; Transfer of Control.** The Association shall have 3 classes of voting membership: Class A, Class B and Class C. So long as there is a Class B membership, Class A Members shall be all persons owning record title to the Lots of the Community ("Owners") except provided below, Class A Members shall be all Owners, including Declarant so long as such Declarant is an Owner. The Class C Member shall be the Amenities Owner. There shall be no cumulative voting for Directors or any other matters.

Class B membership may cease and be converted to Class A membership, and any Class B Lots then subject to the terms of this Declaration shall become Class A Lots, and Members other than the Declarant shall be entitled to elect a majority of the members of the Board, upon Transfer of Control. Notwithstanding the foregoing, despite an event of Transfer of Control having occurred, Declarant shall be entitled to appoint at least one member to the Board, but not more members which would constitute a majority of the Board, as long as the Declarant holds for sale in the ordinary course of business at least 5% of the total number of Lots which are or may ultimately be contained within the Community.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or Bylaws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

3. **Transferability.** Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Association shall have perpetual existence. In the event that the Association is dissolved, the dedicated property and corresponding infrastructure of the Surface Water Management System Facilities will be conveyed or dedicated to a similar non-profit organization or entity to ensure continued maintenance and operation.

ARTICLE V: MANAGEMENT

The affairs of the Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the Bylaws or by the Board

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of Directors from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that all directors appointed by Declarant shall serve at the pleasure of Declarant for the period determined by Declarant from time to time. Prior to Transfer of Control, Declarant shall be entitled to solely appoint all members of the Board, except that Owners shall be permitted to elect directors to the limited extent provided in the Act.

The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the Bylaws of the Association.

Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Association.

ARTICLE VI: OFFICERS

The names of the officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the Bylaws are the following:

Garrett Kenny	President
Angela Kenny	Vice President
Lorcan Claffey	Secretary-Treasurer

ARTICLE VII: BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the Association shall be three (3) and the names and addresses of the members of such current Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Amended and Restated Articles of Incorporation and the Bylaws, are the following:

Garrett Kenny	116 Polo Park East Blvd. Davenport, FL 33897
Angela Kenny	116 Polo Park East Blvd. Davenport, FL 33897
Lorcan Claffey	116 Polo Park East Blvd. Davenport, FL 33897

ARTICLE VIII: BY-LAWS

The Bylaws of the Association have been adopted by the Board of Directors, as constituted under Article VII above, at the organizational meeting of the Board. Thereafter, the Bylaws may be altered, amended, or rescinded only in the manner provided in the Bylaws.

ARTICLE IX: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

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(1) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(2) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the Bylaws) entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(3) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of Votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Bylaws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots in the Community, and (b) no amendment which will affect any aspect of the Surface Water Management System Facilities located on the Property shall be effective without the prior written approval of the South Florida Water Management District.

ARTICLE X: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

CFRA, LLC
4221 W. Boy Scout Blvd., Suite 1000
Tampa, FL 33607

The preceding address is also the address of the registered office of the Association.

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CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Fountains at ChampionsGate Townhomes Owners Association, Inc. (1) were approved by the directors on October 15, 2014, and (2) the sole member of Fountains at ChampionsGate Townhomes Owners Association, Inc. on October 15, 2014.

Dated this 20 day of October, 2014.

WITNESSES:

Fountains at ChampionsGate Townhomes Owners Association, Inc., a Florida not-for-profit corporation

Name: Christopher Follens
 Print Name: _____

By: [Signature]
 Garrett Kenny, President

Name: Taisha Cintron
 Print Name: _____

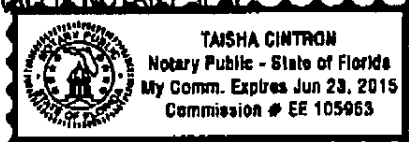
(Corporate Seal)

STATE OF FLORIDA
 COUNTY OF Osceola

The foregoing instrument was acknowledged before me this 20 day of October, 2014, by Garrett Kenny, as President of Fountains at ChampionsGate Townhomes Owners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He ☒ is personally known to me or ☐ has provided _____ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)



[Signature]
 (Signature)

Name: Taisha Cintron
 (Legibly Printed or Typed)
 Notary Public, State of Florida
EE105963
 (Commission Number, if any)

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Fountains at ChampionsGate Townhomes Owners Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity.

CFRA, LLC

By: _____

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