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GILLIGAN, GOODING & FRANJOLA, P.A.

PAGE 02

1 of 2

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CORAL GABLES HOMEOWNERS ASSOCIATION, INC**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CORAL GABLES HOMEOWNERS ASSOCIATION, INC.**

We, the undersigned, being the President and Secretary of Coral Gables Homeowners Association, Inc., a Florida not for profit corporation ("Association"), do hereby certify:

- A. The Association was originally incorporated on February 11, 2014, under Document Number N14000001409, pursuant to Chapter 617 of the laws of the State of Florida.
- B. The original Articles of Incorporation of the Association ("Original Articles") are hereby duly amended and restated in their entirety in accordance with the provisions of Section 617.1007(1), Florida Statutes.
- C. These Amended and Restated Articles of Incorporation were duly adopted by the Board, and the sole Member of the Association has consented to these Amended and Restated Articles of Incorporation.
- D. These Amended and Restated Articles of Incorporation have been duly executed by the President and Secretary of the Association on the dates hereinafter set forth on the execution page.
- E. As so adopted, these Amended and Restated Articles of Incorporation replace the Original Articles in their entirety and are substituted therefor.

In compliance with the requirements of Chapter 617, Florida Statutes, a corporation not for pecuniary profit under the laws of the State of Florida is hereby formed pursuant to the following Articles of Incorporation for such corporation:

ARTICLE I. Name; Definitions

- 1.1. The name of this corporation shall be Coral Gables Homeowners Association, Inc. (hereinafter referred to as the "Association").
- 1.2. The words used in these Articles shall have the same meaning as set forth in the Declaration of Covenants and Restrictions for Coral Gables recorded or to be recorded among the Public Records of Marion County, Florida, as supplemented, restated, renewed, extended or amended, from time to time ("Declaration"), unless the context shall otherwise require, and to which these Articles have been annexed.

ARTICLE II. Address

- 2.1. The address of the principal office of the Association is 10300 SE 52 Court, Belleview, Florida 34420, and the mailing address of the Association is 10300 SE 52 Court, Belleview, Florida 34420.

ARTICLE III. Registered Agent

- 3.1. Thomas J. Cafaro, whose address is 10325 SE 42 Terrace, Belleview, Florida 34420, is hereby appointed the initial registered agent of the Association.

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ARTICLE IV. Duration

- 4.1. This Association shall exist perperually (subject to paragraph 8.1), commencing on the date of filing of these Articles with the Florida Department of State.

ARTICLE V. Purposes

- 5.1. The Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof (hereinafter referred to individually as a "Member" and collectively as "Members"), and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Lots and Common Area within the Property (as those terms are defined in the Declaration) and to promote the health, safety and welfare of the Owners and residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association. For these purposes the Association shall have the following powers, which, unless indicated otherwise by Declaration or Bylaws, may be exercised by the Board of Directors:
- 5.1.1. Any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise;
- 5.1.2. The powers necessary or desirable to perform all obligations and duties of the Association and to exercise all rights and powers of the Association as set forth in the Declaration or as set forth in the Bylaws, and as the same may be amended from time to time as therein provided including, without limitation, the following:<sup>1</sup>
- a. Own and convey property.
  - b. Operate and perform maintenance of the Stormwater Management System as exempted or permitted by the Water Management District.
  - c. Establish rules and regulations governing membership or take any other actions necessary for the purposes for which the Association was organized.
  - d. Fix, levy, collect and enforce payment of, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration. The amount of such Assessments shall be determined by the Association's Board of Directors, except to the extent expressly set forth in the Declaration. The Assessment shall be adequate to cover the costs of maintenance and operation of the Stormwater Management System;
  - e. Sue and be sued.
  - f. Contract for services to provide for operation and maintenance.
  - g. Require all Owners to be Members of the Association.

<sup>1</sup> Some of the following powers are redundant or also contained in the Declaration, but are added here to establish these Articles' compliance with Water Management District requirements.

- h. Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against property of the Association;
  - i. Acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services;
  - j. Borrow money, and as provided in the Declaration, Bylaws, or action of the Association, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
  - k. Dedicate, sell or transfer all or any part of the Stormwater Management System to any public agency, authority or utility as set forth in the Declaration;
  - l. Enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
  - m. Enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
  - n. Engage in activities which will actively foster, promote, and advance the interests of owners of real property subject to the Declaration; and
  - o. Adopt the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration.
- 5.2. The Association shall operate, maintain and manage the surface water management system in a manner consistent with the requirements for the permit issued by the St. Johns River Water Management District (the "District") 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.
- 5.3. The Association shall levy and collect adequate Assessments against Members of the Association for the costs of operation, maintenance and repair of the Stormwater Management System, and shall assist in enforcement of the restrictions and covenants contained herein and in the Declaration. Such Assessments shall be used for, among other things, the maintenance and repair of the Stormwater Management System and mitigation

or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements (if any).

- 5.4. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and future rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the items of any other paragraph or provisions of this Article.

#### ARTICLE VI. Membership

- 6.1. Membership, transfer of Membership, classes of Members and voting by Members shall be as set forth in the Declaration.

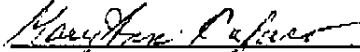
#### ARTICLE VII. Directors

- 7.1. The initial Directors of the Association are as follows:
- 7.1.1. Thomas J. Cafaro.
  - 7.1.2. Paola Masihy.
  - 7.1.3. Maryann J. Cafaro.
- 7.2. The method of election of directors shall be stated in the Bylaws of the Association.

#### ARTICLE VIII. Dissolution of the Association

- 8.1. The term of the Association shall be perpetual unless dissolved by the written consent of at least three-fourths (3/4) of each class of Members.
- 8.2. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which would comply with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved in writing by the Water Management District prior to such termination, dissolution or liquidation.
- 8.3. Except as set forth in paragraph 8.2 above, upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed in the following priority:
- 8.3.1. To any municipal or governmental authority which is willing to accept such assets; and, if none, then
  - 8.3.2. To the Members in such proportions as they agree upon or, failing such agreement, in such proportions as are determined by a Court having jurisdiction thereof.

The undersigned, being the President and Secretary of the Association, hereby affirm that the foregoing Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Association on the 17 day of ~~June~~ <sup>July</sup>, 2014.

  
Maryann J. Cafaro as Secretary

  
Thomas J. Cafaro as President

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