

N14000010134

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H14000264008 3)))



H140002640083ABCZ

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED,  
Account Number : 072720000036  
Phone : (407)843-4600  
Fax Number : (407)843-4444

*Tami Passley*

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
DENNING AVENUE LAND CONDOMINIUM ASSOCIATION,  
INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

RECEIVED

14 NOV 12 PM 4:05

RECEIVED  
DIVISION OF CORPORATIONS  
FLORIDA

RECEIVED  
STATE  
TALLAHASSEE, FLORIDA

NOV 12 AM 11:27

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

NOV 13 2013

C. CARROTHERS

PH14000264008 3

NOV 12 AM 11:27

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DENNING AVENUE LAND CONDOMINIUM ASSOCIATION, INC.**

The Articles of Incorporation of DENNING AVENUE LAND CONDOMINIUM, INC., a Florida not for profit corporation (the "Association"), were filed on October 31, 2014, and assigned Charter No. N14000010134.

The Association's Articles of Incorporation shall be amended and restated in accordance with the Association's Articles of Incorporation and the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act. Accordingly, the Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE 1**

**Definitions**

1.1 All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Declaration of Condominium for Denning Avenue Land Condominium, a Land Condominium (the "Declaration"), to be recorded in the Official Records of Orange County, Florida.

**ARTICLE 2**

**Name**

2.1 The name of the corporation shall be DENNING AVENUE LAND CONDOMINIUM ASSOCIATION, INC. (the "Association").

**ARTICLE 3**

**Purpose**

3.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act") for the management and operation of the Denning Avenue Land Condominium, which is to be created pursuant to the provisions of the Condominium Act.

**ARTICLE 4**

**Powers**

4.1 The powers and duties of the Association shall include only the following:

A. The irrevocable right to have access to each Unit from time to time during reasonable hours when necessary for the maintenance, repair or replacement of any Common

H14000264008 3

Elements therein, or at any time as necessary, for making emergency repair therein to prevent damage to the Common Elements.

B. The power to make and collect Assessments and other charges against Unit Owners.

C. The duty to maintain accounting records according to good accounting practices, which shall be open to inspection by Unit Owners or their authorized representatives at all reasonable times upon prior request.

## **ARTICLE 5**

### **Members**

5.1 The members of the Association shall consist of the two (2) Unit Owners, being the owners of the two (2) Condominium Parcels in the Denning Avenue Land Condominium. No person holding any lien, mortgage or other encumbrance upon any Condominium Parcel shall by virtue of such lien, mortgage or other encumbrance be a member of the Association, except if such person acquires record title to a Condominium Parcel pursuant to foreclosure or any proceeding in lieu of foreclosure, in which cases such person shall be a member upon acquisition of record title to a Condominium Parcel.

5.2 Membership shall be acquired by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing record title to a Condominium Parcel in the Denning Avenue Land Condominium. Upon such recordation, the Unit Owner designated by such deed or other such instrument shall become a member of the Association, and the membership of the prior Unit Owner shall thereby be terminated, provided, however, any person who owns more than one Condominium Parcel shall remain a member of the Association so long as record title is retained to any Condominium Parcel.

5.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Condominium Parcel.

5.4 The owner of record of each Unit in the Condominium, including Developer, shall be entitled to the voting rights established for the Unit by the Declaration.

5.5 Notwithstanding the preceding, upon the creation of a Component Condominium pursuant to Section 16 of the Declaration, the member of the Association with respect to the Unit submitted to the Component Condominium regime shall be the president of the Component Association.

H14000264008 3

**ARTICLE 6****Existence**

6.1 The Association shall have perpetual existence. In the event of a permanent dissolution of the Association, the assets of the Association shall be conveyed to or dedicated to a similar non-profit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Association was created.

**ARTICLE 7****Incorporator; Initial Directors**

7.1 The name and address of the incorporator is as follows:

Dean C. Price II      200 East Canton Avenue, Suite 102  
Winter Park, Florida 32789

7.2 Initial Directors. The names and addresses of the persons who are appointed by the Members to act in the capacity of directors are:

W. Scott Culp      200 East Canton Avenue, Suite 102  
Winter Park, Florida 32789

Paul M. Missigman      200 East Canton Avenue, Suite 102  
Winter Park, Florida 32789

Sheryl Norfleet      200 East Canton Avenue, Suite 102  
Winter Park, Florida 32789

**ARTICLE 8****Board of Directors**

8.1 The affairs of the Association shall be managed by a board of directors (the "Board of Directors") of which there shall be three (3) members. The members of the Board of Directors (each a "Director" and, collectively, the "Directors") need not be members of the Association, but shall be individuals appointed by the members as provided in the Bylaws.

8.2 Directors shall be appointed by the members at the annual meeting of the members of the Association or otherwise in the manner provided in the By-Laws of the Association. Except as otherwise provided in this Article 8 and in the Condominium Act, Directors shall serve until the next annual meeting of the members, or until replaced as provided in the Bylaws. Vacancies occurring on the Board of Directors shall be filled by the appointment of a replacement Director by the member who appointed the Director being replaced. Any Director appointed to fill a vacancy shall serve until the expiration of the term of the Director whose vacancy he was appointed to fill.

H14000264008 3

8.3 The initial Directors, who need not be members of the Association, shall be the persons identified in Article 7 above, and they shall serve as the Board of Directors of the Association until the appointment of their successors as contemplated herein.

## **ARTICLE 9**

### **Officers**

9.1 The Board of Directors shall, in accordance with the By-Laws, elect a President, Vice President, Secretary and Treasurer, all of whom shall serve at the pleasure of the Board of Directors. The Secretary may also act as Treasurer. There may also be such assistant treasurers and assistant secretaries as the Board of Directors may from time to time determine.

## **ARTICLE 10**

### **By-Laws**

10.1 The original By-Laws of the Association shall be adopted by the initial Board of Directors; thereafter, amendment of said By-Laws shall be by the members in accordance with the provisions of said By-Laws.

## **ARTICLE 11**

### **Indemnity and Insurance**

11.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses or liabilities, including counsel fees and costs, reasonably incurred by or imposed upon him in connection with any 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 at the time such expenses or liabilities are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled.

11.2 The Association shall have the power to purchase 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 association or organization, 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 Bylaws.

## **ARTICLE 12**

### **Amendments**

12.1 Amendments to these Amended and Restated Articles of Incorporation shall be proposed and adopted in the manner provided for in this Article 12.

H14000264008 3

12.2 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

12.3 A resolution for the adoption of a proposed amendment may be proposed by any Director of the Association. A proposed amendment shall be approved by action of a majority of the Board of Directors at any regular or special meeting of the Board of Directors or by written action in lieu of a meeting.

12.4 Each amendment shall be executed by the President of the Association and certified by the Secretary and shall be filed with the Secretary of State for the State of Florida. A certified copy thereof, together with an amendment to the Declaration, shall be recorded in the Public Records of Orange County, Florida.

### ARTICLE 13

#### **Principal Office**

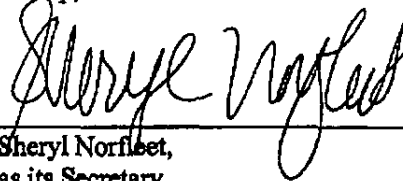
The principal office of the Association shall be located at 200 East Canton Avenue, Suite 102 Winter Park, Florida 32789 but the Association may maintain offices and transact business in such other places within Orange County, and the State of Florida as may from time to time be designated by the Board of Directors. However, the official records of the Association shall be maintained within the State of Florida. The records of the Association shall be made available to a Unit Owner within five (5) working days after receipt of written request by the Board of Directors or its designee. Compliance with this requirement may be achieved by having a copy of the official records of the Association available for inspection or copying on the condominium property. The official registered agent for service of process shall initially be Clark, Albaugh & Rentz, LLP, a Florida limited liability partnership, at 700 West Morse Boulevard, Suite 101, Winter Park, Florida 32789, until such time as replaced by the Association.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 11 day of November, 2014.



W. Scott Culp, President

Attest:



By:

Sheryl Norfleet,  
as its Secretary

H14000264008 3

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named to serve as Registered Agent for Service of Process on behalf of the Association above referenced, hereby accepts such designation and agrees to serve until further notice.

Clark, Albaugh & Rentz, LLP, a Florida limited liability partnership

By:   
Scott D. Clark, President

REGISTERED AGENT

DATED this 11 day of November, 2014


H14000264008 3

**CERTIFICATE**  
**OF THE PRESIDENT**  
**OF**  
**DENNING AVENUE LAND CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1007(3) of the Florida Not For Profit Corporation Act, the undersigned, in his capacity as President of Denning Avenue Land Condominium Association, Inc., a Florida not for profit corporation (the "Association") hereby certifies the following:

(a) The foregoing Amended and Restated Articles of Incorporation of the Association to which this certificate is attached were approved by the Board of Directors of the Association in a Unanimous Written Consent dated November 11, 2014.

(b) The Association has no members and, therefore, member approval of the foregoing Amended and Restated Articles of Incorporation of the Association to which this certificate is attached is not required.

  
\_\_\_\_\_  
W. Scott Culp, President