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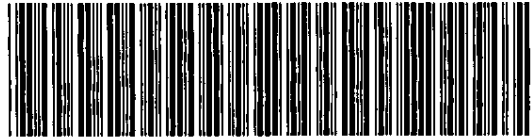
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DIVISION OF CORPORATIONS

C.L.
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Law Offices of

WILLIAM J. KIMPTON, PA

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April 24, 2015

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

Re: Glenn Moor HOA, INC./Amended and Restated Articles of Incorporation

To Whom It May Concern:

Enclosed please find for filing Amended and Restated Articles of Incorporation of Glenn Moor HOA, Inc., together with our check in the amount of \$43.75 for the filing fee and certified copy. Please return the enclosure to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

WILLIAM J. KIMPTON, PA

William J. Kimpton

WJK:jll

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GLENN MOOR HOA, INC.**

15 APR 27 PM 2:02

The undersigned hereby amend, restate, and supersede the Articles of Incorporation for GLENN MOOR HOA, INC., being originally filed with the Florida Secretary of State as Document No. N15000001173 on February 4, 2015, and do hereby state as follows:

1. NAME

The name of this corporation shall be GLENN MOOR HOA, INC. (the "Association").

2. DEFINITIONS

As used herein, the term corporation shall be synonymous with "Association" as defined in the Declaration of Covenants, Conditions and Restrictions for GLENN MOOR, which is or shall be recorded in the Public Records of Pinellas County, Florida, ("Declaration"), and the words "Properties", "Residence", "Common Properties", "Owner" and "Declarant" are defined as set forth in the Declaration. As used herein, the word "Lot" shall mean and refer to any parcel of land which is intended for or actually used as a site for a Residence.

3. PURPOSES

The purposes for which this Association is formed are as follows:

a) To take title to and to operate, maintain, repair, approve, lease and administer the Properties which are defined in and subject to the Declaration, and to make available, undertake and use the park lake property and other property in accordance with the terms of the Commercial Lease thereof, as amended, between the Association and Dunedin Lodge No. 192 Free and Accepted Masons of Florida, and to indemnify the Declarant, Glenn Moor Development Group, Inc. for its joinder therein, from any liabilities arising, and to insure the property described in the Lease, pursuant to its terms.

b) To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

c) To establish by-laws ("By-Laws") for the operation of the Association and rules and regulations for governing the same, and enforce the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

d) Fix, levy, collect and enforce payment by any lawful means of all charges and/or assessments made pursuant to the terms of the Declaration; to 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 the property of the Association.

e) Acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, lease, trade, sell and maintain both real and personal property in connection with the affairs of the Association.

f) Dedicate, sell or transfer all or any part of the Properties to any public agency, authority or utility for such purposes in accordance with the Declaration.

g) To participate in mergers and consolidations with other non-profit corporations provided that any such merger or consolidation shall have been approved by the Members as provided herein.

h) The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Declaration, these Articles and the By-Laws of the Association.

4. EXISTENCE

This Association shall have perpetual existence.

5. MEMBERSHIP AND VOTING RIGHTS

a) Membership. Every Owner including Declarant shall automatically be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Residence which is subject to this Declaration and any such membership shall terminate simultaneously with any termination of such ownership.

b) Voting. The Association shall have two classes of voting membership:

Class "A" Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership under Article V hereof; provided, however, there shall be only one (1) vote per Lot. In any situation where a person is entitled personally to exercise the vote for his Lot and more than one (1) person holds the interest in such Lot required for membership, the vote for such Lot shall be exercised as those persons determine among themselves and advise the Secretary of this Association in writing prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended if more than one (1) person seeks to exercise it.

The Class "B" Member shall be the Declarant. The Class "B" Member shall have three (3) votes for each Lot which it owns until the end of the Class "B" Control Period, as hereafter defined.

Thereafter, the Class "B" Member shall have one (1) vote for each Lot which it owns. Other rights of the Class "B" Member, including the right to approve actions taken under the Declaration and this Association's By-Laws, are specified in the Declaration and the By-Laws.

The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors of this Association during the Class "B" Control Period, as hereafter defined; provided, however, in the event the Class "B" Member fails to exercise this power within thirty (30) days after a vacancy occurs on the Board for which the Class "B" Member would be entitled to appoint a successor, the Class "B" Member shall be deemed to have waived its right to appoint such a successor. In such case, the voting members representing the Class "A" Members may act to call a special meeting of this Association (in accordance with Article III of the By-Laws) for the purpose of electing a successor to serve the remainder of the unexpired term of the vacating director. Thereafter, the voting members representing the Class "A" Members shall be entitled to elect a successor to the director who filled the vacancy in accordance with the By-Laws in addition to those directors the voting members may be entitled to elect under Article IV of the By-Laws.

The Class "B" Control Period shall commence with the execution of the Declaration and expire upon the first to occur of the following:

i. within three (3) months after ninety (90%) percent of the Lots in GLENN MOOR that will ultimately be operated by the Association have been conveyed to Owners other than Declarant, any builders, contractors or other parties who purchased a Lot for the purpose of constructing improvements thereon for resale.

ii. five (5) years after the date the Declaration is recorded in the public records in the county where the Property is situated; or

iii. when, in its discretion, the Class "B" Member so determines.

iv. Co-Ownership. If more than one person owns an 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 determine among themselves; but no split vote is permitted.

c) Change of Membership. Change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument conveying record fee title to any Residence and by the delivery to the Association of a copy of such recorded instrument. The Owner designated by such instrument shall, by his acceptance of such instrument, become a member of the Association, and the membership of the prior Owner shall be terminated. In the event that a copy of said instrument is not delivered to the Association, said Owner shall become a member, but shall not be entitled to voting privileges enjoyed by his predecessor in interest. The foregoing shall not, however, limit the Association's powers or privileges. The interest, if any, of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his real property. Membership in the Association by all Owners shall be compulsory and shall continue, as to each Owner, until such time as such Owner transfers or conveys of record his interest in the real property upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the real property interest upon which membership is based.

6. SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Christopher G. Dyjak	283 Hidden Brook, Suite B, Palm Harbor, FL 34683

7. DIRECTORS

a) The affairs and property of the Association shall be managed and governed by a Board of Directors ("Board of Directors") composed of not less than three (3) persons ("Directors") but always an odd number of persons. The first Board of Directors shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with By-Laws of the Association.

b) Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of three (3) years with staggered terms so that at least one-third of the directors shall be elected each year. In the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term. The Directors named herein shall serve until such time as the Declarant loses control of the Association pursuant to the Declaration or voluntarily relinquishes control. The Declarant may, at its sole option, permit the election of one or more directors by the members of the Association without waiving its rights hereunder to select the remaining directors.

8. FIRST BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Christopher G. Dyjak	283 Hidden Brook, Suite B, Palm Harbor, FL 34683
Wade Titcomb	418 Cascade Lane, Palm Harbor, Florida 34684
Lowell Suplicki	2010 Water Wheel Court, Dunedin, Florida 34698

9. REGISTERED AGENT

The Registered Agent shall be Christopher G. Dyjak, whose address is 283 Hidden Brook, Suite B, Palm Harbor, Florida 34683.

10. OFFICERS

a) Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Directors. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Directors:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Christopher G. Dyjak	President	283 Hidden Brook, Suite B Palm Harbor, FL 34683
Wade Titcomb	Vice President	418 Cascade Lane Palm Harbor, FL 34684
Lowell Suplicki	Secretary/Treasurer	2010 Water Wheel Court Dunedin, FL 34698

b) All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Directors but no other officer need be a Director.

11. BY-LAWS

a) The By-Laws of this Association shall be adopted by the Board of Directors. The By-Laws may be amended by the Members in the manner provided in said By-Laws.

b) No amendment to the By-Laws shall be passed which would change the rights and privileges of the Declarant referred to in the Declaration without the Declarant's prior written approval.

c) No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

12. AMENDMENTS

a) Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration may be made by a majority of the Board of Directors or a majority vote of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than forty-five (45) days, nor more than sixty (60) days following his receipt of the proposed amendment. Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. The

affirmative vote of not less than two-thirds (2/3) of the Voting Members cast in person or by proxy at a duly called meeting where a quorum is represented shall be required for approval of the proposed amendment.

b) Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon, either before, at or after a membership meeting at which a vote is taken to amend these Articles.

13. INDEMNIFICATION

Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, 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 of the Association, whether or not he is a Director or officer at the time such expenses 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; provided, that all settlements must be approved by the Board of Directors as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

14. CONSTRUCTION

In the event of any conflict or ambiguity between the terms and conditions of the Declaration and these Articles or the By-Laws, the Declaration shall have priority over these Articles and the By-Laws and the terms and conditions of the Declaration shall take precedence over and supersede the terms and conditions of the Articles and the By-Laws. In the event of a conflict between these Articles and the By-Laws, the terms of the Articles shall take precedence over the terms of the By-Laws. Any conflict or ambiguity with regard to the affairs of the Association shall be resolved by reference to this provision.

15. DISSOLUTION

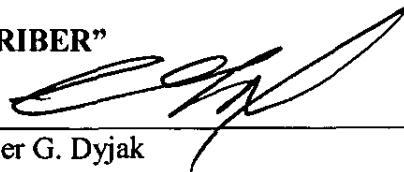
The Association may be dissolved upon the affirmative vote of not less than two-thirds (2/3) of the Voting Members cast in person or by proxy at a duly called meeting where a quorum is represented. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

16. ADDRESS

The principal address of the Association shall be 283 Hidden Brook Drive, Suite B, Palm Harbor, Florida 34683, or at such other place as may be subsequently designated by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set our hands and seals in Pinellas County, Florida, this 24th day of April, 2015.

"SUBSCRIBER"



Christopher G. Dyjak

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER G. DYJAK, (☒) who is personally known to me, or (☐) who has produced his driver's license as identification, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 24th day of April 2015.



Notary Public

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AND
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