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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ANDOVER BAY HOMEOWNERS ASSOCIATION, INC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2017 APR 21 P 3 21

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*Mr. Westlake*

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**ARTICLES OF AMENDMENT AND RESTATEMENT**

**OF**

**ARTICLES OF INCORPORATION**

**OF**

**ANDOVER BAY HOMEOWNERS ASSOCIATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1006, 617.1007 and 617.01201(6)(b) of the Florida Revised Statutes, the undersigned corporation adopts the following amendments and restatement of its Articles of Incorporation:

- FIRST:** The name of the corporation currently on record with the Florida Department of State is Andover Bay Homeowners Association, Inc. (Document Number N16000009496).
- SECOND:** The document attached hereto as Exhibit "A" sets forth a restatement of the Articles of Incorporation, which contain amendments to the Articles of Incorporation.
- THIRD:** The corporation has no members and officers and directors have not been selected.
- FOURTH:** The document attached hereto as Exhibit "A" was duly adopted by the sole incorporator of the corporation on April 21, 2017.

**ANDOVER BAY HOMEOWNERS ASSOCIATION, INC.**

By: \_\_\_\_\_

*[Signature]*  
Peter Bennett, Incorporator

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ANDOVER BAY HOMEOWNERS ASSOCIATION, INC.,  
a corporation not for profit**

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of Andover Bay Homeowners Association, Inc., all pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes.

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is Andover Bay Townhomes Homeowners Association, Inc., a corporation not for profit organized under Chapter 617 of the Florida Statutes (the "Association").

**ARTICLE II  
PRINCIPAL OFFICE**

The mailing address and location of the principal office of the Association is 305 S. MacDill Avenue, Tampa, FL 33609, which shall be the registered office of the Association.

**ARTICLE III  
REGISTERED AGENT**

Peter Bennett, whose address is 305 S. MacDill Avenue, Tampa, FL 33609, is hereby appointed the registered agent of the Association. The registered agent shall maintain copies of all permits for the benefit of the Association.

**ARTICLE IV  
DEFINITIONS**

Unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning, the definitions contained in the Declaration of Covenants, Conditions and Restrictions of Andover Bay Townhomes, recorded or to be recorded in the Office of the Clerk of the Circuit Court, Pinellas County, Florida, as the same may be amended and supplemented from time to time (the "Declaration"), are incorporated herein by reference and made a part hereof.

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

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for ownership, maintenance, operation, preservation, and care of the property of the

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Association, and to provide architectural control of the residence lots and common area within the Property described in the Declaration and as the same may be amended from time to time as therein provided, and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. In connection therewith, the Association shall have the following powers:

To 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 said Declaration being incorporated herein as if set forth at length.

To fix, levy, collect and enforce payment by any lawful means all charges or Assessments due the Association or any other person affiliated with the Association pursuant to the terms of the Declaration, including, without limitation, that portion of the Assessments which shall be used for 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, pursuant to the terms of the Declaration; to pay all expenses in connection therewith, including, without limitation, the costs of maintenance and operation of the Stormwater Management System, 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, if any.

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.

To borrow money, and with the approval of at least two-thirds (2/3) of the members of the Board and the consent of Declarant (to the extent Declarant still owns any portion of the Property), mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

To dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. Any such dedication or transfer shall be effective with the affirmative vote approval of at least two-thirds (2/3) of the members of the Board and the consent of Declarant (to the extent Declarant still owns any portion of the Property).

To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the affirmative vote approval of at least two-thirds (2/3) of the members of the Board and the consent of Declarant (to the extent Declarant still owns any portion of the Property).

To have and to exercise any and all powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

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To levy and collect adequate Assessments against members of the Association for the costs of maintenance and operation of the Surface Water Management System, including but not limited to work within retention areas, drainage structures, and drainage easements.

To operate, maintain, and manage the Surface Water Management System, including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the SWFWMD Permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.

To adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the members and their guests thereon, and to establish penalties for any infraction thereof.

To sue and be sued in the name of the Association.

**ARTICLE VI  
MEMBERSHIP**

Every Owner of a Lot other than the Association shall be a Member of the Association. Membership shall be appurtenant to, run with, and may not be separated from ownership of a Lot.

**ARTICLE VII  
VOTING RIGHTS**

Section 3.2 The Association shall have two classes of voting Membership:

Class A. Class A Members shall be all Owners, with the exception of Declarant, and shall be entitled to one vote for each Lot owned. When more than one Person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised by a majority of all such Members as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be Declarant. The Class B Member shall be entitled to eleven (11) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership once Turnover has occurred.

**ARTICLE VIII  
BOARD OF DIRECTORS**

Until Turnover, the affairs of this Association shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Association and who shall be appointed by the Declarant. After Turnover and for so long as Declarant holds any portion of the Property for sale in the ordinary course of business, the Declarant shall be entitled (but not obligated) to appoint at least one member of the Board, unless otherwise required by law. At such time as Declarant no longer owns any Lots within the Property, the number of Directors may be increased or decreased by amendment to these Articles and the Bylaws, provided there

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shall never be less than three (3) Directors. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

- Peter Bennett – 305 S. MacDill Avenue, Tampa, FL 33609
- Frank Mastandrea – 305 S. MacDill Avenue, Tampa, FL 33609
- Duane Paustin – 305 S. MacDill Avenue, Tampa, FL 33609

The manner in which the directors are appointed is as stated in the Bylaws.

**ARTICLE IX  
DISSOLUTION**

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Members holding not less than two-thirds (2/3) of the total votes of the Association. 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 or to any non-profit corporation, association, trust, or other organization to be used for purposes similar to those for which this Association was created.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with Chapters 40D-4, 40D-40, 40D-42 or 62-330 Florida Administrative Code, the terms and conditions of the SWFWMD Permit and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

**ARTICLE X  
DURATION**

The existence of the Association shall commence with the filing of the Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

**ARTICLE XI  
AMENDMENTS**

Prior to Turnover, amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of the members of the Board of Directors. Following Turnover, these Articles of Incorporation shall be amended at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy provided that any amendment to these Articles of Incorporation which affects the Surface Water Management System shall require written approval of SWFWMD. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

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**ARTICLE XII  
BYLAWS**


The Bylaws of the Association shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

**ARTICLE XIII  
HUD/VA APPROVAL**

Notwithstanding anything herein to the contrary, as long as Residential Units are being developed on the Property, Declarant may (but shall not be required to) require the following actions to be approved in advance by the Department of Housing and Urban Development and the Federal Housing Administration (and/or the Veterans Administration): (i) annexation of additional real property to the Property other than the Additional Property defined herein, (ii) dedication of Common Area, and (iii) amendment of this Declaration. Furthermore, to the extent it is required as a condition of obtaining approval by the Department of Housing and Urban Development, FHA and/or the VA that Declarant make modifications to this Declaration, then Declarant shall have the right to so modify this Declaration without the necessity of joinder or approval of the Association or any Owner or other party who may be affected.

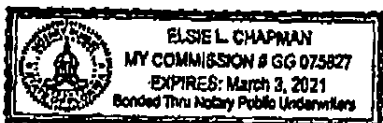
**CERTIFICATION**

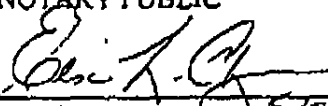
IN WITNESS WHEREOF, the undersigned hereby certifies that the corporation has no members, that officers and directors have not been selected, and that the foregoing Amended and Restated Articles of Incorporation have been approved and adopted by the sole incorporator of the Association on the 21st day of April, 2017, in accordance with Section 617.1007 of the Florida Statutes.

  
\_\_\_\_\_  
Peter Bennett, Incorporator

STATE OF FLORIDA  
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 21st day of April, 2017, by Peter Bennett, (who is personally known to me or has provided \_\_\_\_\_ as identification.



NOTARY PUBLIC  
  
Print Name: Elsie L. Chapman  
My Commission Expires: 3-3-21