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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**POINCIANA BOULEVARD PROPERTY OWNERS' ASSOCIATION, IN**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
POINCIANA BOULEVARD PROPERTY OWNERS' ASSOCIATION, INC.  
(a Florida Not-For-Profit Corporation)**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, do hereby amend and restate the Articles of Incorporation of the above-referenced corporation filed with the Florida Secretary of State on June 25, 2019 as follows, and do hereby certify:

1. **Name.** The name of the corporation shall be Poinciana Boulevard Property Owners' Association, Inc. (hereinafter the "**Association**").

2. **Address of Principal Office.** The principal office of the Association is located at: 5555 S. Kirkman Road, Suite 201, Orlando, Florida 32819.

3. **Registered Office and Registered Agent.** The street address of the initial registered office of the Association is 5555 S. Kirkman Road, Suite 201, Orlando, Florida 32819 and the name of the initial registered agent at that address is Randall R. Hodge.

4. **Not For Profit.** The Association is a not for profit corporation and does not contemplate pecuniary gain to, or profit for, its members.

5. **Definitions.** All terms used in these Articles of Incorporation shall have the meanings ascribed to such terms in the Declaration of Covenants, Conditions, Easements and Restrictions for Poinciana Boulevard Master Storm Water System and Sanitary Sewer System recorded (or to be recorded) among the Public Records of Orange County, Florida, as the same may be amended and/or supplemented from time to time (the "**Declaration**"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

6. **Purpose of the Association.** The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Areas of Common Responsibility and Common Areas as set forth in the Declaration (including the Drainage Ponds described therein), and (b) perform the duties delegated to it in the Declaration, By-Laws and these Articles.

7. **Powers of the Association.** The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

(a) To exercise all of the powers and privileges and to perform all of the rights, duties and obligations of the Association as set forth in the Declaration, By-laws, and these Articles, as herein provided;

(b) To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association;

(c) To fix, levy, collect and enforce payment by any lawful means, all fees, charges or Assessments pursuant to the terms of the Declaration, By-Laws, and these Articles;

(d) To pay all expenses in connection therewith and all office, operating and other expenses By-Laws 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) 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;

(f) To borrow money, and with the assent of a majority of the total cumulative votes cast by Directors at a meeting of the Board, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) 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 approved by the Board under the terms of the Declaration and/or the By-Laws;

(h) Participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall be approved by the Board in accordance with the terms of the Declaration and/or the By-Laws;

(i) Have and exercise any and all powers, rights and privileges which a corporation organized under the Not For Profit Corporation Act of the State of Florida by law may now or hereafter have or exercise, including, without limitation, the right to sue and be sued;

(j) Appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(k) File suits and/or pursue such legal rights and remedies as are available to the Association;

(l) Operate, maintain and manage the Surface Water Management System in a manner consistent with the requirements of the applicable Water Management District permits and rules, and shall assist in the enforcement of the restrictions and covenants contained therein; and

(m) Take any other action necessary in furtherance of the purposes for which the Association is organized.

8. Assessments. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water Management System which assessments shall be used for the maintenance and repair of the Surface Water Management System and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

9. Membership and Voting.

(a) Every Owner (including Declarant, for as long as it is an Owner) shall be a Member of the Association. There shall be only one (1) membership per Lot. If a Lot is owned by more than one (1) Person, all co-Owners shall share the privileges of such membership, subject to reasonable Board regulation and the restrictions on voting set forth in the Declaration and/or By-Laws, and all co-Owners shall be jointly and severally obligated to perform the responsibilities of Owners.

(b) Each Owner, including Declarant, shall be entitled to the voting rights established for their Lot by the Declaration, according to their class of membership.

10. **Duration.** Existence of the Association commenced with the filing of the initial Articles with the Secretary of State, Tallahassee, Florida, on June 25, 2019. The Association shall exist in perpetuity.

11. **Directors.**

(a) The affairs of the Association shall be managed by a Board composed of directors (each a "Director"). The initial Board shall consist of three (3) Directors. The number of Directors shall be increased or decreased in accordance with the Declaration.

(b) The names and addresses of the members of the initial Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Rashid A. Khatib	5555 S. Kirkman Road Suite 201 Orlando, Florida 32819
Randall R. Hodge	5555 S. Kirkman Road Suite 201 Orlando, Florida 32819
Nader J. Khatib	5555 S. Kirkman Road Suite 201 Orlando, Florida 32819

(c) The method of election, removal, and filling of vacancies on the Board of Directors and the terms of office of Directors shall be as set forth in the By-Laws.

12. **Officers.** The Board shall elect a President, Vice President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine.

13. **By-Laws.** The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

14. **Liability of Directors.** To the fullest extent that the Florida Not-For-Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the

limitation or elimination of the liability of directors, no Director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a Director. No amendment to or repeal of this Article shall apply to or have any effect on the liability of alleged liability of any Director of the Association for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

15. **Dissolution.** The Association may be dissolved only as provided in the Declaration, By-Laws and by the laws of the State of Florida. In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the applicable Circuit Court in the jurisdiction where the property governed by the Declaration is located for the appointment of a receiver to manage the affairs of the dissolved Association and to assume the duties of the Association set forth in the Declaration, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In the event of termination, dissolution or final liquidation of the Association, the responsibility of the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with the rules and regulations of the Water Management District and be approved in writing by the Water Management District prior to such termination, dissolution or liquidation.

16. **Amendments.** Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes, and in the Declaration; provided, no amendment may be in conflict with the Declaration; and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by the Declaration. Any proposed amendment must be approved by two-thirds (2/3) of the total voting interests of all Members.

17. **Limitations.**

(a) No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

(b) For as long as the Declarant is a Member, there shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant, unless such amendment receives the prior written consent of Declarant, which consent may be withheld for any reason whatsoever.

(c) These Articles shall not be amended in a manner that conflicts with the By-Laws.

18. **Incorporator.** The name of the incorporator of the Association is Randali R. Hodge, and such incorporator's address is 5555 S. Kirkman Road, Suite 201, Orlando, Florida 32819.

IN WITNESS WHEREOF, the undersigned, constituting the incorporator of this Association, has executed these Amended and Restated Articles of Incorporation this 17<sup>th</sup> day of DECEMBER 2019

By:   
Randall R. Hodge

## ACCEPTANCE BY REGISTERED AGENT

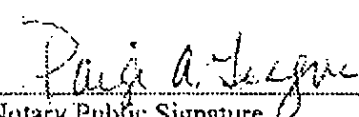
The undersigned, having been designated as agent for service of process of Poinciana Boulevard Property Owners' Association, Inc. within the State of Florida, at the place designated in Article 3 of the foregoing Amended and Restated Articles of Incorporation, accepts such appointment as registered agent and is familiar with and accepts the obligations of this position.

  
Randall R. Hodge

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of August, 2019, by Randall R. Hodge. He ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

  
Notary Public Signature



\_\_\_\_\_  
(Name typed, printed or stamped)