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December 7, 2000

Via Airborne Express

Amendment Section
Attn: Susan Payne
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
850-487-6050

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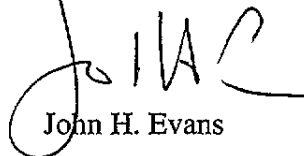
RE: The Great Outdoors Premier R.V./Golf Resort Community Services Association, Inc.
Our File No. JHE-7126

Dear Ms. Payne:

In October I had sent you the amended articles for your review. Pursuant to your telephone conversation with me, enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation of The Great Outdoors Premier R.V./Golf Resort Community Services Association, Inc., together with our check in the amount of \$35.00 to cover your filing fees. Please stamp the copy of the Amended Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Sincerely,


John H. Evans

JHE/jhs
Enclosures
cc: Wayne Condra
Larry McDaniel

FILED
00 DEC 11 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A+P
A.M.

S. PAYNE DEC 11 2000

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

FILED
00 DEC 11 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT
COMMUNITY SERVICES ASSOCIATION, INC.**

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The Articles of Incorporation for THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT COMMUNITY SERVICES ASSOCIATION, INC. are hereby amended and restated in accordance with Exhibit "A".

SECOND: The date of adoption of the amendment(s) was November 9, 2000 and the effective date shall be February 1, 2001.

THIRD: The attached Amended and Restated Articles of Incorporation were approved by a majority vote of the Board of Directors of the Corporation as is required by Article X of the Articles of Incorporation and Section 617.1007 Florida Statutes, 1999. Pursuant to said section of the Articles of Incorporation, members are not required to vote on an amendment to the Articles of Incorporation at this time.

THE GREAT OUTDOORS PREMIER R.V./GOLF
RESORT COMMUNITY SERVICES
ASSOCIATION, INC., a Florida corporation

By: [Seal] Larry McDaniel
Larry McDaniel, as President

ATTEST:

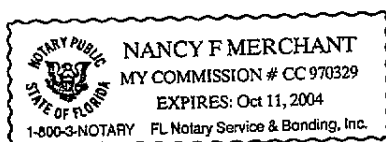
By: Nancy Turgeon
Nan Turgeon, as Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 30 day of November, 2000, by Larry McDaniel, as President, of THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT COMMUNITY SERVICES ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who ✓ is personally known to me or who produced Drivers license as identification.

[SEAL]

Nancy F. Merchant
Notary Signature



STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 30 day of November, 2000, by Nan Turgeon, as Secretary, of THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT COMMUNITY SERVICES ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who ☒ is personally known to me or who ☐ produced Drivers license as identification.

[SEAL]



Nancy F. Merchant
Notary Signature

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INDEX TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT
COMMUNITY SERVICES ASSOCIATION, INC.

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Exhibit "A"

THIS INSTRUMENT PREPARED BY
AND RETURNED TO:
JOHN H. EVANS, ESQUIRE
1702 South Washington Avenue
Titusville, Florida 32780

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT
COMMUNITY SERVICES ASSOCIATION, INC.

WE, the undersigned, for the purpose of forming a corporation not for profit in accordance with the provisions of Chapter 617 F.S. and the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

I

NAME

The name of this corporation shall be THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT COMMUNITY SERVICES ASSOCIATION, INC., but it shall be referred to hereinafter simply as the "Association".

II

TERMINOLOGY

Unless the context in which they are used requires another meaning, the terms used in these Articles shall have the same meanings as they do in that certain Declaration of Covenants, Conditions and Restrictions for THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT that has been recorded in the Public Records of Brevard County, Florida.

III

PURPOSE

The Association is organized to provide an entity to administer, manage, operate and own the Common Properties in accordance with the Declaration and to preserve the appearance and architectural integrity of the Properties in accordance with the Declaration.

IV

POWERS

The powers of the Association shall include:

A. Operation and Management. To operate and manage the Common Properties in accordance with the terms, provisions, conditions and authorizations contained in the Declaration.

B. Transferring Property. To own, operate, lease, sell and trade real and personal property whenever it proves necessary or convenient in administering the Common Properties; and to grant easements and rights-of-way over property owned by it when necessary to enable utility or other services to service portions of the THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT Lands or as otherwise permitted by the Declaration.

C. Establishing By-Laws and Rules. To establish By-Laws and rules and regulations for the Association's operation and management and the Common Properties' use.

D. Enforcement. To enforce the Covenants and Restrictions and the Association's rules and regulations.

E. Hiring Personnel. To employ personnel required for carrying out the Association's functions.

F. Delegation of Duties. To contract for the Association's management and the Common Properties' operation and maintenance and to delegate to any party with whom a contract has been entered into for that purpose the Association's powers and duties save those which applicable law prohibits being delegated.

G. Generally. To exercise all of the common law and statutory powers of a corporation not for profit which are not in conflict with the Declaration.

V

EXISTENCE

The Association shall have perpetual existence.

VI

MEMBERS & VOTING RIGHTS

A. Membership. Every Owner, and their spouse, if any, shall be a Member, but, no Owner shall have more than one Membership. Membership shall not be assignable except to an Owner's successor-in-interest in a Parcel. Each Owner's Membership will commence upon his acquiring title to a Parcel and shall end upon his no longer owning a Parcel. Membership certificates are not required and will not be issued. Each Parcel shall have one vote.

B. Developer's Election to Expand Membership. The Developer shall be entitled (but not required) to expand the Association's membership by adding additional portions of the THE GREAT OUTDOORS PREMIER R.V./GOLF RESORT Lands to the Properties pursuant to Section 4 of the Declaration.

C. Inseparability. No Member's share of the Association's funds and assets may be assigned, hypothecated or transferred in any manner except as an appurtenance to a Parcel.

VII

SUBSCRIBERS

The names and addresses of the Association's initial subscribers are as follows:

<u>Name</u>	<u>Address</u>
JACK T. SHEARER	4505 West Highway 50 Titusville, Florida 32780
JUDY G. ROCKWELL	4505 West Highway 50 Titusville, Florida 32780
PATRICK E. DI DOMENICO	4505 West Highway 50 Titusville, Florida 32780

VIII

DIRECTORS

A. Composition of Board. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of up to eleven (11) persons. The number of Directors on future Boards shall be determined from time to time in accordance with the Association's By-Laws.

B. Bearing of By-Laws. The number of Directors to be elected, the manner of their election or appointment, and their respective terms shall be as set forth in the Association's By-Laws.

C. Election of Officers. All officers shall be elected in accordance with the Association's By-Laws.

IX

BY-LAWS

The Association's By-Laws shall be adopted by its Board of Directors. The By-Laws may be amended by a vote of two-thirds (2/3) of the Members voting at a meeting of the Association wherein a quorum of the Membership has been obtained. In addition, the By-Laws may be amended by a unanimous vote of the Board of Directors, however, no such Board of Director amendment shall relate to: (a) the power of the Board of Directors; (b) how the Board of Directors are elected or appointed; (c) the power of the Board to borrow money and mortgage association property; or (d) the power of the Board to enact assessments.

X

AMENDMENTS

Proposals for the amendment of these Articles of Incorporation that do not conflict with the Declaration may be made by any Member of the Board of Directors. Any such proposal shall be in writing, shall set forth the proposed amendment, and shall be delivered to the President. The President shall, upon receiving the proposal, call a special meeting of the Board of Directors not less than ten (10) days nor later than sixty (60) days from his receipt of the proposed amendment. These Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the Members voting at a meeting of the Association wherein a quorum of the Membership has been obtained. In addition, these Articles of Incorporation may be amended by a unanimous vote of the Board of Directors, however, no such Board of Director amendment shall relate to: (a) the power of the Board of Directors; (b) how the Board of Directors are elected or appointed; (c) the power of the Board to

borrow money and mortgage association property; or (d) the power of the Board to enact assessments.

XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. **Right to Indemnification.** Every person who is or was a Director or Officer of the Association shall be entitled to indemnification from the Association to the fullest extent the Association is empowered to indemnify him under §607.0850 and §617.0834 of Florida's General Corporation Act.

B. **Insurance.** Subject to reasonable availability, the Board of Directors shall purchase and maintain insurance on behalf of any person who is or was an Officer or Director of the Association insuring him against any liability asserted against him and incurred by him in his capacity as an Officer or Director or arising out of his status as such whether or not the Association would have the power to indemnify him under Article XI A of these Articles.

XII

REGISTERED AGENT

The Association's registered agent shall remain JOHN H. EVANS whose office is at 1702 South Washington Avenue, Titusville, Florida 32780.

XIII

EFFECTIVE DATE

This Amendment to the Articles of Incorporation shall become effective on February 1, 2001.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30 day of November, 2000.

Signed, sealed and delivered
in the presence of:

THE GREAT OUTDOORS PREMIER R.V./GOLF
RESORT COMMUNITY SERVICES
ASSOCIATION, INC., a Florida corporation

[Seal]

By:

Larry McDaniel
Larry McDaniel, as President

Virginia Wright
Virginia Wright
Printed Witness Name

Lynn R. Hansel
LYNN R. HANSEL
Printed Witness Name

Virginia Wright
Virginia Wright
Printed Witness Name

Lynn R. Hansel
LYNN R. HANSEL
Printed Witness Name

ATTEST:

By:

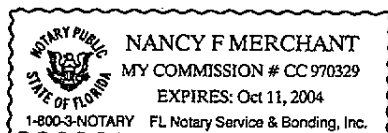
Nan Turgeon
Nan Turgeon, as Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

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[SEAL]

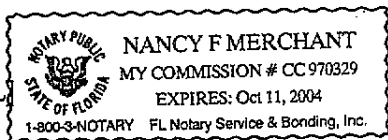
Nancy F. Merchant
Notary Signature



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Nancy F. Merchant
Notary Signature

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