

N42450

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Restated April/ve
9/8/07*

GRAHAM
BUILDER
JONES
PRATT &
MARKS, LLP

ATTORNEYS &
COUNSELORS AT LAW

August 4, 2008

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Reinstatement Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: The Village Marketplace Owners' Association, Inc.
Document No. N42450

Dear Sir or Madam:

Enclosed is an original executed Articles of Amendment of Articles of Incorporation of The Village Marketplace Owners' Association, Inc. Also enclosed are two checks totaling \$1,251.25 (\$1,093.75 and \$157.50) representing the reinstatement fee (\$1,216.25) and the amendment filing fee (\$35.00).

Please call our office if you have any questions.

Very truly yours,

GRAHAM, BUILDER, JONES, PRATT & MARKS, LLP



Vanda D. Mitchell, Assistant to
J. Lindsay Builder, Jr. and Paul D. Johnson, Jr. ("JJ")

ABBYE E. ALEXANDER
J. LINDSAY BUILDER, JR.
DOUGLAS K. GARTENLAUB*
LISA J. GEIGER
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
JESSICA K. HEW****
PAUL D. JOHNSON, JR. ("JJ")
FREDERICK W. JONES**
LANCE C. LUCEY
HOWARD S. MARKS ***
MEREDITH L. MINKUS
CHRISTY T. NASH
SAMUEL M. NELSON
JAMES R. PRATT
DUDLEY Q. SHARP, JR.
KEITH R. WATERS
GEOFFREY D. WITHERS

OF COUNSEL:
JAMES W. MARKEL****

*BOARD CERTIFIED (BUSINESS LITIGATION)
**BOARD CERTIFIED (REAL ESTATE LAW)
***BOARD CERTIFIED (BUSINESS LITIGATION)
***BOARD CERTIFIED (CIVIL TRIAL LAW)
***NBTA CERTIFIED CIVIL TRIAL ADVOCATE
****CERTIFIED MEDIATOR

RECEIVED
2008 AUG -5 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 27, 2008

VANDA D. MITCHELL
P.O. DRAWER 1690
WINTER PARK, FL 32790-1690

SUBJECT: THE VILLAGE MARKETPLACE OWNERS' ASSOCIATION, INC.
Ref. Number: N42450

We have received your document for THE VILLAGE MARKETPLACE OWNERS' ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 308A00047635

See attached revised Articles

RECEIVED
2008 SEP -4 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED
ARTICLES OF INCORPORATION
OF
THE VILLAGE MARKETPLACE OWNERS' ASSOCIATION, INC.**

Pursuant to Chapter 617, *Florida Statutes*, and pursuant to the unanimous resolution of all directors attached, the Articles of Incorporation of THE VILLAGE MARKETPLACE OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (the "Corporation"), filed with the Florida Secretary of State, Tallahassee, Florida, on March 12, 1991, are hereby restated in its entirety effective August 1, 2008, as follows:

**ARTICLE 1
NAME**

The name of the corporation is PLEASANT HILL COMMONS PROPERTY OWNERS' ASSOCIATION, INC. (referred to in these Articles as the "Association").

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Association is 1077 West Morse Boulevard, Suite 200, Winter Park, Florida 32789.

**ARTICLE 3
DEFINITIONS**

Unless defined in these Articles all terms used in the Articles shall have the same meanings as used in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Pleasant Hill Commons to be recorded in the Public Records of Osceola County, Florida as amended or supplemented from time to time (the "Declaration").

**ARTICLE 4
PURPOSE**

The purposes for which the Association is organized are as follows:

- 4.1 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
- 4.2 To administer, enforce and carry out the terms and provisions of the Declaration.
- 4.3 To promote the health, safety, comfort and social and economic welfare of the Members of the Association as authorized by the Declaration and these Articles.

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08 SEP -5 PM 1:18
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TALLAHASSEE, FLORIDA

ARTICLE 5 POWERS

The Association shall have the following powers which powers shall at all times be subject and subordinate to the Declaration:

5.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles or the terms of the Declaration including but not limited to those powers set forth in Florida Statutes Section 617.

5.2 To enter into, make, establish and enforce, rules, regulations, bylaws, covenants, restrictions and agreements to carry out the purposes of the Association in accordance with the Declaration.

5.3 To operate and maintain the Common Areas and the surface water management system as permitted by the District, including lakes, retention areas, culverts and related appurtenances.

5.4 To make and collect assessments for CAM Charges and CAM Parking Charges from Owners in accordance with the Declaration to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds of the assessments in the exercise of the Association's powers and duties.

5.5 To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property in accordance with the Declaration.

5.6 To hold funds for the exclusive benefit of the Association and the Owners as set forth in these Articles and as provided in the Declaration.

5.7 To purchase insurance for the protection of the Association, its officers, directors and the Owners, and such other parties as the Association may determine to be in the best interests of the Association in accordance with the Declaration.

5.8 To operate, maintain, repair, and improve all Common Areas and such other portions of the Property as may be determined by the Board from time to time in accordance with the Declaration.

5.9 To honor and perform under all contracts and agreements entered between third parties and the Association in accordance with the Declaration.

5.10 To provide for private security, fire safety and protection, and similar functions and services within the Property as the Board in its discretion determines necessary or appropriate in accordance with the Declaration.

5.11 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties and to pay the cost thereof in accordance with whatever contractual arrangement the Board shall enter in accordance with the Declaration.

5.12 To sue and be sued.

ARTICLE 6 MEMBERS

The record owner of fee simple title to Lot 2 shall be the sole member of the Association (the "Member").

ARTICLE 7 MEMBERS OF THE BOARD

The affairs of the Association shall be managed by a Board consisting of three (3) people who shall be appointed by the Member.

7.1 All of the duties and powers of the Association existing under Chapter 617 of the Florida Statutes, the Declaration, and these Articles shall be exercised exclusively by the Board, its agents, contractors or employees.

7.2 A member of the Board may be removed and vacancies on the Board shall be appointed by the Member.

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

Michael A. Collard
1071 West Morse Blvd, Suite 200
Winter Park, FL 32789

Michael C. Rich
1071 West Morse Blvd, Suite 200
Winter Park, FL 32789

James T. Gendreau
1071 West Morse Blvd, Suite 200
Winter Park, FL 32789

ARTICLE 8 OFFICERS

The Officers of the Association shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time by resolution create. The Officers shall serve at the pleasure of the Board, and any Officer may be removed by the Board at any time. The names of the Officers who shall serve until their successors are designated by the Board are as follows:

President/Treasurer	-	Michael A. Collard
Vice President/Secretary	-	Michael C. Rich

ARTICLE 9 INDEMNIFICATION OF OFFICERS, MEMBERS OF THE BOARD OR AGENTS

The Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member of the Board, employee, Officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in

connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

9.1 To the extent that a member of the Board, Officer, employee or agent of the Association is entitled to indemnification by the Association in accordance with this Article 9, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred by him in connection therewith.

9.2 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the members of the Board, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

9.3 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any an official capacity while holding office, the indemnification provided by this Article shall continue as to a person who has ceased to be a member of the Board, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

9.4 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a member of the Board, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as 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 this Article.

ARTICLE 10

BYLAWS

The Bylaws may be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the Bylaws. Any provision contained in the Bylaws which conflicts with the terms of the Declaration must be approved in writing by all Owners.

**ARTICLE 11
AMENDMENTS**

Amendments to these Articles may be proposed and adopted by unanimous consent of the Board. Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law. Any amendment to these Articles which conflicts with the terms of the Declaration must be approved in writing by all Owners.

**ARTICLE 12
TERM**

The Association shall have perpetual existence; however, if the Association is dissolved, the property consisting of the surface water management system will be conveyed to an appropriate agency of local government. If the local government will not accept it, the surface water management system will be dedicated to a non-profit corporation.

**ARTICLE 13
INCORPORATOR**

The name and street address of the Incorporator is:

Michael A. Collard
1071 West Morse Boulevard, Suite 200
Winter Park, FL 32789

**ARTICLE 14
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF INITIAL REGISTERED AGENT**

The name of the initial Registered Agent and the street address of the initial registered office of the Association are

Michael A. Collard
1071 West Morse Boulevard, Suite 200
Winter Park, FL 32789

DATED the 1st day of August, 2008.

INCORPORATOR:



Michael A. Collard
1071 West Morse Boulevard, Suite 200
Winter Park, FL 32789

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



MICHAEL A. COLLARD

**RESOLUTION OF BOARD OF DIRECTORS
CERTIFIED COPY
THE VILLAGE MARKETPLACE OWNERS' ASSOCIATION, INC.**

I HEREBY CERTIFY that I am the Secretary of THE VILLAGE MARKETPLACE OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (the "Corporation"), and the keeper of the records and corporate seal of the Corporation; that the following is a true and correct copy of the resolution duly adopted by Consent of the Directors of the Corporation on August 1, 2008, and that the same is now in full force and effect.

The Board of Directors, by an affirmative vote of fifty-one percent (51% of the Board of Directors, and an affirmative vote of fifty-one percent (51%) of all votes of the voting members of the Corporation, hereby resolve to amend and restate the Articles of Incorporation of the Corporation by executing and filing with the Department of State of the State of Florida the Amended and Restated Articles of Incorporation to which this Resolution is attached.

IN WITNESS WHEREOF, I have hereunto affixed my name as the Secretary and have caused the corporate seal of the Corporation to be hereto affixed this 1st day of August, 2008.

A handwritten signature in black ink, appearing to read "Michael C. Rich", is written over a horizontal line.

Michael C. Rich