

10/30/2015 4:47:07 PM

Andre, Sai

DDKR

Page 2

Division of Corporations

Page 1 of 1

N99000000507

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000260445 3)))



H150002604453ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MIDTOWN MASTER OWNERS' ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

NOV 02 2015

C McNAIR

**Lowndes
Drosdick
Doster &
Kantor
Reed, P.A.**

**A T T O R N E Y S
A T L A W**

THE MERITAE LAW FIRM WORLDWIDE

215 NORTH EOLA DR
ORLANDO, FLORIDA 32801

450 SOUTH ORANGE AVENUE, SUITE 200
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2809, ORLANDO, FLORIDA 3202-2809

TEL.: 407-329-4600 / FAX.: 407-843-4444

www.lowndes-law.com

15 OCT 30 AM 4/21

From:

Name: Andre, Gail
Fax Number: 407-843-4444

To:

Name: DIVISION OF
CORPORATIONS
Company:
Fax Number: 1-850-617-6380

Subject

Comments

Date and time of transmission: 10/30/2015 4:46:29 PM

Number of Pages: 6

If you did not receive all of the pages, please contact us as soon as possible.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage.

Thank you.

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIDTOWN MASTER OWNERS' ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)**

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, **MIDTOWN MASTER OWNERS' ASSOCIATION, INC.**, a Florida Not For Profit Corporation (the "Corporation"), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of the Corporation is **MIDTOWN MASTER OWNERS' ASSOCIATION, INC.**

2. The Amended and Restated Articles of Incorporation for the Corporation were filed on March 3, 2006, and assigned Document Number N99000000507, which articles were amended on November 21, 2006 and February 5, 2009.

3. The amendment was adopted and approved by the Board of Directors of the Corporation on the 30th day of October, 2015, and the number of votes cast for approval was sufficient. There are no member or members entitled to vote on the amendment.

4. Article II, Article III, Article V, Article VI Section 1 and Article XII of the Amended and Restated Articles of Incorporation are hereby deleted in their entirety and replaced with the following:

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the Association is 4901 Vineland Road, Suite 500, Orlando, Florida 32811.

ARTICLE III

REGISTERED AGENT

The street address of the initial registered office of the Association and the name of the initial registered agent at that address are:

James G. Kattelmann
215 North Eola Drive
Orlando, Florida 32801

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by Chapter 617, Florida Statutes. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Amended and Restated Articles, the Bylaws of the Association, or the Master Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Master Declaration, any Supplemental Declaration, these Amended and Restated Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvements of The Properties, Common Areas and Parcels within its jurisdiction. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to any condominium or timeshare association established upon a Condominium Parcel any Residential Association established with respect to any Residential Parcel, Owner, sub-association, homeowners sub-association, municipal service taxing unit, municipal service benefit unit or other governmental unit, community development district, public body, or similar entity. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Master Declaration, these Amended and Restated Articles and the By-Laws.

Notwithstanding the foregoing paragraph, the Association shall remain ultimately and primarily responsible for the operation, maintenance and repair of the Surface Water Management System, and upon dissolution of the Association, ownership of the Surface Water Management System shall be conveyed or transferred by the Association to SFWMD, or other appropriate governmental or public agency. If such conveyance or transfer is not accepted by SFWMD, or other appropriate governmental or public agency, then the Association shall convey or transfer the Surface Water Management System to another non-profit corporation as otherwise authorized by Chapter 617, Florida Statutes.

ARTICLE VI

MEMBERS

Section 1. Members. Subject to Article IX of the Master Declaration regarding condominiums, timeshares, single family residences, which allows a Condominium Association to be deemed the Owner with respect to a Condominium Parcel and the Residential Association to be deemed the Owner with respect to a Residential Parcel, every person or entity who is a record Owner of a fee or undivided fee interest in any Parcel shall be a Member of the Association. Notwithstanding anything else to the contrary

set forth in this Section 1, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Developer shall also be a Member in accordance with the provisions of Section 2 of this Article VI. The Association membership of each Owner (other than Developer) shall be appurtenant to, and may not be separated from, the Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Parcel shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE XII

INDEMNIFICATION

Every director and every officer of the Association on behalf of the Association, shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon such director or officer member in connection with any proceedings whether civil, criminal, administrative or investigative, or any settlement of any proceeding whether civil, criminal, administrative or investigative, or any appeal from such proceeding to which such person may be a party or in which such person may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not such person is serving in such capacity at the time such expenses are incurred, regardless of by whom the proceedings were brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approved such settlement and reimbursement as being for 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 member may be entitled. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall be primarily determined that he is not to be indemnified by the Association as authorized in these Articles of Incorporation. The Association shall have the power to purchase at its expense and to maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him and incurred by him in any such capacity, or 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 these Articles."

IN WITNESS WHEREOF, the President of the Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this 30th day of October, 2015.


**MIDTOWN MASTER OWNERS'
ASSOCIATION, INC., a Florida not for profit
corporation**

By 

Carlos Gregory, President

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for **MIDTOWN MASTER OWNERS ASSOCIATION, INC.**, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


James G. Kattelmann