

Division of Corporations

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**MAJLAND CONCOURSE SOUTH PROPERTY OWNERS ASSOCIATION**

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Amended & Restated

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MAITLAND CONCOURSE SOUTH  
PROPERTY OWNERS ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1001 of the Florida Not-For-Profit Corporation Act, Maitland Concourse South Property Owners Association, Inc, a corporation organized and existing under and by virtue of the Florida Not-For-Profit Corporation Act (the "Corporation"), does hereby file the following Amended and Restated Articles of Incorporation:

**ARTICLE 1**

**NAME**

The name of the corporation shall be MAITLAND CONCOURSE SOUTH PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE 2**

**DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE 3**

**DEFINITIONS**

The following words shall have the definitions set forth below for purposes of these Articles

3.1 **Declaration.** "Declaration" shall mean the Declaration of Covenants and Restrictions for Maitland Concourse South, recorded in Official Record Book 5687 Page 830, as amended by the First Amendment thereto recorded in Official records Book 5691, Page 2403, all in the Public Records of Orange County, Florida, and as further amended by the First Amended and Restated Declaration of Covenants and Restrictions for Maitland Concourse South, to be recorded in the Public Records of Orange County, Florida, and as further amended from time to time.

3.2 **Other Terms.** All other capitalized terms used herein which are not defined herein and which are defined in the Declaration shall have the meaning ascribed to them in the Declaration.

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### VOTING RIGHTS

#### 3.3 Voting Rights.

The Master Association shall have two (2) classes of voting membership:

(a) Class "A". Class "A" Members shall be all Owners, with the exception of the Declarant.

(b) Class "B". The Class "B" Members shall be the original Declarant and any entity in which Declarant or any successor entity into which Declarant is merged or converted, or any person or entity to which the Declarant may have assigned its rights as Declarant under or pursuant to Article I, Section 1(e) of the Declaration, or any Affiliate of Declarant, so long as such person or entity owns any land within the boundaries of the DRI. The Class "B" membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

(i) When the Declarant, or any successor entity into which Declarant is merged or converted, or any person or entity to which the Declarant may have assigned its rights as Declarant under or pursuant to Article I, Section 1(e) above, or any Affiliate of Declarant, no longer owns any land within the boundaries of the Master Plat or the Phase II Plat; or

(ii) Twenty-five (25) years from the date of recording of the original Declaration; or

(iii) When, in its discretion, the Declarant so determines.

From and after the happening of any one of these events, the Declarant shall call a special meeting as provided in the Bylaws to advise the Master Association membership of the termination of Class "B" status.

(c) The number of votes which shall be allocated to each Lot when such Lot is owned by a Class A member and the number of votes which shall be allocated to each Lot when such Lot is owned by a Class B Member shall be as follows:

Lot Number	No. of votes if owned by Class A Member	No. of votes if owned by Class B. Member
1A & 1B	4	16
2	4	16
3	4	16
4	1	4
5	1	4
6	1	4
7	1	4

8	1	4
9	1	4
10	1	4
11	1	4
12	4	16

3.4 Election of Directors. In any election of Directors which occurs while the Declarant, or any successor, permitted assign, or Affiliate of Declarant owns any lands within the DRI, the Declarant or such successors, assigns or Affiliates (collectively) shall have the right to nominate and elect two (2) directors, and the Phase II Owners (collectively) shall have the right to nominate and elect one (1) director. After neither the Declarant, nor any successor, assign, or Affiliate owns any land within the DRI, in any election of Directors thereafter, each Owner shall be entitled to cast that number of votes allocated to the Lot or Lots owned by such Owner (as set forth in Section 3 (c) hereof multiplied by the number of Directors to be elected. Such votes may be cast for one or more of the Directors standing for election.

### 3.5 Multiple Owners and Designation of Voting Representative.

If a Lot is owned by one person or entity, its rights to vote shall be established by the record title to the Lot. If a Lot is owned by more than one person or entity, the person entitled to cast the votes for the Lot shall be designated by a certificate signed by all of the record Owners of the Lot and filed with the Secretary of the Master Association. If a Lot is owned by a general or limited partnership, the person entitled to cast the votes for the Lot shall be designated by a certificate of appointment signed by one of the general partners and filed with the Secretary of the Master Association. If a Lot is owned by a corporation, the person entitled to cast the votes for the Lot shall be designated by a certificate of appointment signed by the President or Vice President of the corporation and filed with the Secretary of the Master Association. If a Lot is owned in trust, the person entitled to vote for the Lot shall be designated by a certificate of appointment signed by the trustee of record for the trust and filed with the Secretary of the Master Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot concerned. A certificate designating the person entitled to cast the votes of a Lot may be revoked in writing by any Owner thereof. Provided, however, that no Lot shall vote in excess of the voting rights allocated to that Lot pursuant to this Declaration. If no such designation is timely filed for any Lot, the Master Association shall have no obligation to recognize any purported vote for such Lot.

### 3.6 Actions of Members Without a Meeting.

(a) Any action required or permitted by these Articles to be taken by the members at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the corporation by delivery to its principal

office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded. Written consent shall not be effective to take the corporate action referred to in the consent unless the consent is signed by members having the requisite number of votes necessary to authorize the action within 60 days of the date of the earliest dated consent and is delivered in the manner required by this section.

(b) Any written consent may be revoked prior to the date that the corporation receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the corporation at its principal office in this state or its principal place of business, or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded.

(c) Within 10 days after obtaining such authorization by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing. The notice must fairly summarize the material features of the authorized action.

(d) A consent signed under this section has the effect of a meeting vote and may be described as such in any documents.

(e) If the action to which the members consent is such as would have required the filing of a certificate under any other section of this act if such action had been voted on by members at a meeting thereof, the certificate filed under such other section must state that written consent has been given in accordance with the provisions of this section.

(f) Whenever action is taken pursuant to this section, the written consent of the members consenting to such action or the written reports of inspectors appointed to tabulate such consents must be filed with the minutes of proceedings of members.

(g) Notice of a meeting of members need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting. Unless required by the Bylaws, neither the affairs transacted nor the purpose of the meeting need be specified in the waiver.

(h) Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting the time of the meeting, or the manner in which it has been called or convened, unless the member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

ARTICLE 4

BOARD OF DIRECTORS

The affairs of the Master Association shall be managed by a board of directors of not less than three (3) nor more than nine (9) directors who need not be Members. The initial board shall be comprised of three (3) members, but may be enlarged to as many as nine (9) members by amendment to the Bylaws; provided that there shall always be an odd number of directorships created. The initial Directors were elected for staggered terms of one, two and three years. Successor directors were and shall continue to be elected for terms of three years. The names and addresses of the current directors and the expiration date of their respective current term are:

<u>Name</u>	<u>Address</u>
W.P. Battaglia	P.O. Box 3010 Winter Park, Florida 32790 Term Expires: 2011
R.E. Battaglia	P.O. Box 3010 Winter Park, Florida 32790 Term Expires: 2010
Alan H. Ginsburg	1551 Sandspur Road Maitland, FL 32751 Term Expires: 2009

In the event that the number of Members of the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year. All directorships shall expire during any given three (3) year period.

ARTICLE 5

OFFICERS

The affairs of the Master Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the current officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President and Treasurer	W.P. Battaglia	P.O. Box 3010 Winter Park, Florida 32790
Vice President and Secretary	R.E. Battaglia	P.O. Box 3010 Winter Park, Florida 32790

ARTICLE 6INDEMNIFICATION

6.1 Every director and every officer of the Master Association shall be indemnified by the Master Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which such director or officer may be a party or in which such director or officer may become involved by reason of being or having been a director or officer of the Master Association, or having served at the Master Association's request as a director or officer of any other corporation, whether or not a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct. Notwithstanding the foregoing, in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Master Association approves such settlement and reimbursement as being for the best interest of the Master Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

6.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Master 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 ultimately be determined that such director or officer is not to be indemnified by the Master Association as authorized by these Articles of Incorporation.

6.3 The Master Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Master Association, or is or was serving at the request of the Master Association as a director or officer of another Master Association, against any liability asserted against such director or officer and incurred by such director or officer in any such capacity, or arising out of status as such, whether or not the Master Association would have the power to indemnify such director or officer against such liability under the provisions of these Articles.

ARTICLE 7BYLAWS

The first Bylaws of the Master Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 8AMENDMENTS

Amendments to these Articles shall be made in the following manner:

8.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

8.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

8.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

8.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

8.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.4 had been satisfied.

8.6 Action Without Directors. The Members may amend these Articles without an act of the directors at a meeting for which notice of the changes to be made is given.

8.7 Limitations. No amendment shall make any changes in the qualifications for membership nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with Chapter 617, Florida Statutes or with the Declaration or By-laws.

8.8 Filing. A copy of each amendment shall be filed with and certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Orange County, Florida.

8.9 Conflicts. In the event of any conflict between any provision of these Articles, and the provisions of the Declaration, the provisions of the Declaration shall control, and these Articles shall be deemed amended to the extent necessary to eliminate such conflict.

## ARTICLE 9

### NONSTOCK CORPORATION

The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.



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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its President this 24<sup>th</sup> day of January, 2008.

MAITLAND CONCOURSE SOUTH  
PROPERTY OWNERS ASSOCIATION, INC.

By: W.P. Battaglia  
W.P. Battaglia, President

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CERTIFICATE  
OF THE PRESIDENT  
OF

MAITLAND CONCOURSE SOUTH PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1006 of the Florida Not-For-Profit Corporation Act, the undersigned, in his capacity as President of MAITLAND CONCOURSE SOUTH PROPERTY OWNERS ASSOCIATION, INC, a Florida corporation (the "Corporation"), hereby certifies as follows:

(a) The foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached were approved by the Board of Directors of the Corporation by Unanimous Written Consent dated January 24, 2008, and the directors recommended to the members that they approve such Amended and Restated Articles of Incorporation.

(b) The members of the Corporation approved the foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached by written consent dated January 24 2008.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed as of the 24<sup>th</sup> day of January, 2008.

W.P. Battaglia  
W.P. Battaglia, President

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF ORANGE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared W.P. BATTAGLIA, as President of Maitland Concourse South Property Owners Association, Inc., and he acknowledged and swore to the execution of the said Amended and Restated Articles of Incorporation on behalf of said corporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24<sup>th</sup> day of January, 2008.

Deborah B. Crupe  
(Signature of Notary Public)



\_\_\_\_\_  
(Typed name of Notary Public)  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_

**CERTIFICATE DESIGNATING REGISTERED  
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

Maitland Concourse South Property Owners Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 250 Park Avenue South, Suite 630, Winter Park, Florida 32789, has named W.P. BATTAGLIA located at the above-registered office, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of my position, and I accept to act in this capacity and agree to comply with the provisions of said Acts relative to my position as Registered Agent.

  
\_\_\_\_\_  
W. P. BATTAGLIA  
Registered Agent

Dated: January 24, 2008