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(((H06000059681 3)))

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DIVISION OF CORPORATIONS  
**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**GLASS HOLDING CORP.**

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Corporate Filing Menu

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*Amended +  
Restated  
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H06000059681 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF GLASS HOLDING CORP.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

- I. The name of the corporation is Glass Holding Corp. (the "Corporation").
- II. The Corporation is amending and restating its Articles of Incorporation in their entirety. The amendment and restatement and the following Amended and Restated Articles of Incorporation of the Corporation have been duly proposed by the directors and adopted by the directors and shareholders of the Corporation, effective March 6, 2006, in the manner prescribed in Sections 607.1006 and 607.1007 of the Florida Business Corporation Act.
- III. The Amended and Restated Articles of Incorporation contain an amendment to the Articles of Incorporation requiring shareholder approval. The number of votes cast for the amendment by the shareholders was sufficient for approval.
- IV. Pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, all of the directors and the holders of all of the outstanding capital stock of the Corporation signed on March 6, 2006 a written consent adopting these Articles of Restatement and the attached Amended and Restated Articles of Incorporation.
- VI. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE GARDENS AT VILLAGE OF WINDERMERE, INC.**

**ARTICLE I - Name**

The name of this Corporation shall be:

**The Gardens at Village of Windermere, Inc.**

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation are 1701 Park Center Drive, Orlando, Florida 32835.

**ARTICLE III - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

**ARTICLE V - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

H06000059681 3

ARTICLE VI - Registered Agent and Street Address

The street address of the registered office of this Corporation is 8815 Conroy Windermere Road, #130, Orlando, Florida 32835 and the name of the registered agent of this Corporation at that address is Sabrina M. Azzouz

ARTICLE VII - Directors

- A. The number of Directors of this Corporation shall be four.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation, or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Joseph W. Seebach	1701 Park Center Drive, Orlando, Florida 32835
Kevin H. Azzouz	1701 Park Center Drive, Orlando, Florida 32835
David A. Ballinger	c/o Mere Investments, LLC 3300 S. Hiawasse Road, Suite 106 Orlando, Florida 32835
Kevin E. Gray	c/o Mere Investments, LLC 3300 S. Hiawasse Road, Suite 106 Orlando, Florida 32835

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

H06000059681 3

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended only by the affirmative vote of the holders of a majority of the stock entitled to vote thereon.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted only by the affirmative vote of the holders of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, these Articles of Restatement and Amended and Restated Articles of Incorporation have been executed this 6th day of March, 2006.

Glass Holding Corp.

By:   
Joseph W. Seebach, President