

1037 1667

SEMINOLE EXHIBIT "C"

Articles of Incorporation

[See Attached]

SEMINOLE CO. FL

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on March 12, 2001, for TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H01000025502. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N25183.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Twelfth day of March, 2001

Authentication Code: 501A00015056-031201-N25183 -1/1



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

4037 1669



SEMIHOLE CO., FL

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 12, 2001

TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.  
5025 SOUTH U.S. HIGHWAY 17-92  
CASSELBERRY, FL 32707-3845US

Re: Document Number N25183

The Amended and Restated Articles of Incorporation for TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC., a Florida corporation, were filed on March 12, 2001.

The certification you requested is enclosed. To be official, the certificate for a certified copy must be attached to the original document that was electronically submitted under FAX audit number H01000025502.

Should you have any questions concerning this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Karen Gibson  
Corporate Specialist  
Division of Corporations

Letter Number: 501A00015056

4037 - 1670

SEMINOLE CO., FL

**ARTICLES OF AMENDMENT AND RESTATEMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.**

**ARTICLE I  
NAME**

The name of this Association shall be TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC., whose present address is 908 S. Delaney Avenue, Orlando, Florida 32806.

**ARTICLE II  
PURPOSE OF ASSOCIATION**

This Association is organized in connection with the single-family development known as Timacuan (the "Development") as evidenced by that certain Timacuan Master Declaration of Covenants, Conditions, and Restrictions therefor (the "Declaration") as amended from time to time, which is recorded in the Public Records of Seminole County, Florida. All terms and definitions as set forth in the Declaration are hereby incorporated herein and made a part hereof. The purpose for which the Association is organized is to maintain, operate, manage, and preserve the Development; to provide for the architectural control of the residence lots in the Development; and to promote the health, safety, and welfare of the residents of the Development.

**ARTICLE III  
POWERS**

The Association shall have and exercise all powers, rights and privileges set forth herein, in the Declaration, in Chapter 617, Florida Statutes, as amended, and Chapter 720, Florida Statutes, as amended. In addition, the Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of the Declaration, these Articles, the Bylaws, or the Florida Statutes.

B. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. Assessments. To fix and levy assessments on the Owners of Lots and to collect and enforce payments of such assessments.

2. Right of Entry and Enforcement. To enter upon any portion of the Development for the purpose of enforcing by peaceful means any provisions of the Declaration, or for the purpose of maintaining or repairing any such area if, for any reason whatsoever, maintenance is required thereto.

3. Easement and Rights-of-Way. To grant and convey to the Developer or any third party easements and rights-of-way in, on, over, or under any of the Common Areas for the purpose of constructing, erecting, operating, or maintaining the following therein, thereon, or thereunder:

SEMINOLE CO., FL

a. Overhead or underground lines, cables, wires, conduits or other devices for the transmission of electricity for lighting, heating, power, telephone, or other purposes; and

b. Public sewers, storm water drains, pipes, water systems, sprinkler systems, water, heating, and gas lines or pipes, cable television lines, and security system lines; and, similar public or quasi-public improvements or facilities.

4. Employment of Agents. To employ the services of any person or corporation as Manager, or other employees, to, as may be directed by the Board, manage, conduct, and perform the business, obligations, and duties of the Association, and to enter into contracts for such purpose. Such agent shall have the right to ingress and egress over such portions of the Common Areas or the Development as is necessary for the performance of such business, duties, and obligations.

5. Employment of Professional Advisors. To employ professional counsel and consultants such as, but not limited to, landscape architects, recreation experts, planners, lawyers, and accountants.

6. Create Classes of Service and Make Appropriate Charges. To create, in its sole discretion, various classes of service and to make appropriate charges therefor for the users thereof, including, but not limited to, reasonable admission and other fees, for the use of any recreational facilities situated in the Common Areas and to avail itself of any rights granted by law without being required to render such services to those of its Members who do not assent to the said charges and to such other rules and regulations as the Board deems proper. In addition, the Board shall have the right to discontinue any service on non-payment or to eliminate such services for which there is no demand or adequate funds to maintain the same out of charges.

7. Miscellaneous. To sue and be sued; pay taxes; make and enter into contracts; and insure, enter into leases or concessions, and to pass good and marketable title to the Common Areas, dedicate or transfer all or any part of the Common Areas to a public agency, authority, or utility for such purposes and subject to such conditions as may be reasonable; make and execute any and all proper Affidavits for various purposes; compromise any action without leave of Court; and insure its own liability for claims against it and against its officers, directors, employees and contractors.

8. Inspection; Personal Liability. No Member of the Board or any officer of the Association, nor any officer or director of the Developer or the Manager, shall be personally liable to any Owner or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Association, provided that such person, firm or entity has, upon the basis of such information as may be possessed by him, acted in good faith, without willful or intentional misconduct.

9. Books and Records. To keep separate books and records in accordance with these Articles, Bylaws, and applicable law.

**ARTICLE IV**  
**MEMBERS**

The qualification of the Members, the manner of their admission to membership in the Association, the manner of the termination of such membership, and voting by the Members shall be as set forth in the Declaration.

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**ARTICLE V**  
**VOTING RIGHTS**

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

1. Class A. Class A Membership shall include all those Owners as defined in the Declaration. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by the Declaration. When more than one Person holds the interest or interests in any Lot, all the Persons shall be Members, but the vote for the Lot shall be exercised only by that one Person who is Entitled to Vote. In no event shall more than one vote be cast with respect to any Lot.

2. Class B. The Class B Membership shall be BENTLEY PARK ASSOCIATES, LTD., a Florida limited partnership, its successors and or assigns, and shall be entitled to ONE HUNDRED (100) votes, which voting rights are appurtenant to its ownership of the Multi-Family Parcel. The Class B Member shall be obligated to pay annual assessments in the amount of \$46,500.00, payable in quarterly installments, as required pursuant to that certain Agreement between the Class B Member and the Association dated February 10, 1999 (the "Agreement"), a copy of which Agreement is on file with the Association; provided, however, until such time as all of the units in the Multi-Family Parcel have received a certificate of occupancy, the Class B Member shall only be required to pay annual assessments in the amount of \$150.00 per unit in the Multi-Family Parcel. The Association shall have the right to lien the Multi-Family Parcel in accordance with this Declaration if the Class B Member fails to comply with the terms and conditions of this Declaration and/or the Agreement.

3. Joint Ownership. When any Lot is titled in the name of two or more Persons, or if two or more Persons have the same fiduciary relationship respecting the same Lot, then unless the instrument or order appointing them or creating the tenancy otherwise directs, and a copy thereof is filed with the secretary of the Association the Members will select one official representative to qualify for voting in the Association and will notify in writing the Association of the name of such individual. The vote allocated to any Lot may not be divided or cast in any fraction, and the vote of each official representative will be considered to represent the will of all the Members with respect to that Lot. If the Members fail to designate their official representative, the Association may accept the Person asserting the right to vote as the voting Member until notified to the contrary by the other Member(s). Upon such notification no affected Member may vote until the Member(s) appoint their official representative pursuant to this subsection.

**ARTICLE VI**  
**TERM**

The term for which this Association is to exist shall be perpetual.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the original incorporator was:

Name

Address

Timacuan Venture, a Florida  
General Partnership

201 South Orange Avenue  
Orlando, Florida 32801

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SEMINOLE CO., FL

**ARTICLE VIII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of this corporation is 5025 South U.S. Hwy 17-92, Casselberry, Florida 32707, and the name of the resident agent of this corporation at that address is William C. Spare c/o Mid-Florida Property Management, Inc.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The method of election of directors shall be as set forth in the Bylaws.

**ARTICLE X**  
**INDEMNIFICATION**

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by, asserted against, or imposed upon him or them in connection with any proceeding, litigation, or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association, or arising in connection with the performance of his or their duties as officers or Directors, as the case may be. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, or of any acts involving criminal liability, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

**ARTICLE XI**  
**AMENDMENTS**

These Articles may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or the Members) at which such proposed amendment is to be considered; and
2. A resolution approving the proposed amendment may be first passed by a majority of either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by a majority of the other of said bodies.

**ARTICLE XII**  
**CONFLICT**

In case of any conflict between these Articles and the Bylaws of the Association, these Articles shall control; and in case of any conflicts between these Articles and the Declaration, the Declaration shall control.

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((H01000025502 5))

SEMINOLE CO., FL

These Articles of Amendment and Restatement were adopted by the Members as of the 12th day of February, 2001, and the number of votes cast by the Members for these Articles of Amendment and Restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer has hereunto affixed his hand as of the 9 day of March, 2001.

TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.

By: Patricia L. Blake  
Print Name: Patricia Blake  
Title: Vice President



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SEMINOLE CO., FL

((H01000025502 5))

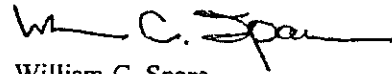
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named **William C. Spare** c/o Mid-Florida Property Management, Inc. with an address of 5025 South U.S. Hwy 17-92, Casselberry, Florida 32707, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED: March 8, 2001.

By:   
William C. Spare

((H01000025502 5))

MARYANNE MORSE, CLERK OF CIRCUIT COURT  
SEMINOLE COUNTY  
BK 07833 Pgs 1494 - 1499; (6pgs)  
CLERK'S # 2012095983  
RECORDED 08/14/2012 03:01:11 PM  
RECORDING FEES 52.50  
RECORDED BY T Smith

This instrument prepared by and )  
should be returned to: )

Elizabeth A. Lanham-Patrie, Esquire )  
TAYLOR & CARLS, P.A. )  
150 N. Westmonte Dr. )  
Altamonte Springs, FL 32714 )  
(407) 660-1040 )

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**CERTIFICATE OF AMENDMENT TO**  
**ARTICLES OF AMENDMENT AND RESTATEMENT**  
**TO THE**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.**

THIS IS TO CERTIFY that attached hereto as Exhibit "A" constitutes an Amendment to the Articles of Amendment and Restatement to the Articles of Incorporation of Timacuan Community Services Association, Inc. The original Articles of Incorporation were recorded at Official Records Book 1935, Page 1979 as Exhibit "C" to the Timacuan Master Declaration of Covenants, Conditions and Restrictions recorded at Official Records Book 1935, Page 1927 both of the Public Records of Seminole County, Florida. The Articles of Incorporation were then completely amended and restated and identified as Articles of Amendment and Restatement to the Articles of Incorporation of Timacuan Community Services Association, Inc., and were recorded at Official Records Book 4037, Page 1667, as Exhibit "C" to the Amended and Restated Timacuan Master Declaration of Covenants, Conditions and Restrictions recorded at Official Records Book 4037, Page 1628 both of which were recorded in the Public Records of Seminole County, Florida. This Amendment was duly and properly adopted pursuant to Article XI of Articles of Amendment and Restatement to the Articles of Incorporation.

Executed at LAKE MARY (city), Seminole County, Florida, on this the 23 day of July, 2012.

Signed, sealed and delivered in the presence of:

Eleen Forlano  
Printed Name: EILEEN FORLANO  
James F. Carles, Jr.  
Printed Name: JAMES F. CARLES, JR.

**TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.**

By: [Signature]  
Printed Name: MICHAEL DOUGHERTY  
Title: President  
Address: 374 CHAINOOK CIRCLE  
LAKE MARY, FL 32746

(CORPORATE SEAL)

NOTE: ADDITIONS TO TEXT ARE INDICATED BY BOLD UNDERLINE; DELETIONS BY STRIKEOUT

STATE OF FLORIDA  
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 23 day of July, 2012, by Mike Dougherty, as President of TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He/She [] is personally known to me or [] has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)



ANITA ROBERTS  
MY COMMISSION # EE 007311  
EXPIRES: August 5, 2014  
Bonded Thru Budget Notary Serv

Anita Roberts  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: Anita Roberts  
Commission No.: EE07311  
Commission Expires: August 5, 2014

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on June 29, 2012, to Articles of Incorporation for TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N25183.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Tenth day of July, 2012



CR2EO22 (1-11)



*Ken Detzner*

Ken Detzner  
Secretary of State

FILED

2012 JUN 29 PM 2:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF AMENDMENT AND RESTATEMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.

The undersigned, being the President of Timacuan Community Services Association, Inc., hereby executes these Articles of Amendment which shall be filed in the Office of the Florida Department of State.

ARTICLE I  
Amendments

A copy of the text of the amendment adopted is attached hereto as Exhibit "A".

ARTICLE II  
Approval

Pursuant to Article XI of the Articles of Amendment and Restatement to the Articles of Incorporation, these Articles shall be amended by a majority of the Board and a majority of the Members.

ARTICLE III  
Effective Date

The attached amendment shall be effective upon the recording of these Articles of Amendment in the Public Records of Seminole County, Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on June 19, 2012.

TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.

By: [Signature]  
Print Name: Michael Dougherty  
Its President  
Address: 374 Coward Circle  
Loxley, AL 36048

STATE OF FLORIDA,  
COUNTY OF Seminole

THE FOREGOING INSTRUMENT was acknowledged before me this 19 day of June, 2012, by Mike Dougherty, as President of TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC., a Florida not for profit corporation,

on behalf of the Corporation. He/She  is personally known to me or  has produced \_\_\_\_\_  
\_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid on this 19  
day of June, 2012.

Anita Roberts

Notary Public-State of Florida

Print Name: \_\_\_\_\_

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



ANITA ROBERTS  
MY COMMISSION # EE 007311  
EXPIRES: August 5, 2014  
Bonded Thru Budget Notary Services

Tma001 Articles of Amendment

**EXHIBIT "A"**  
**AMENDMENT TO**  
**ARTICLES OF AMENDMENT AND RESTATEMENT**  
**TO THE**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.**

Article V, Section 3 is hereby amended as follows:

...

3. **Joint Ownership.** When any Lot is titled in the name of two or more Persons, or if two or more Persons have the same fiduciary relationship respecting the same Lot, then unless the instrument or order appointing them or creating the tenancy otherwise directs, and a copy thereof is filed with the secretary of the Association, the **Owners Members** will select one **voting Member** ~~official representative~~ to qualify for voting in the Association and will notify in writing the Association of the name of such individual. The vote allocated to any Lot may not be divided or cast in any fraction, and the vote of each **voting Member** ~~official representative~~ will be considered to represent the will of all the **Owners Members** with respect to that Lot. If the **Owners Members** fail to designate **the voting Member** ~~their official representative~~, the Association may accept the Person asserting the right to vote as the voting Member until notified to the contrary by the other **Owner Member(s)**. Upon such notification, no affected Member may vote until the **Owner Member(s)** appoint **the voting Member** ~~their official representative~~ pursuant to this subsection.

Tma001 amn2

Additions to text are indicated by **bold underline**; deletions by ~~strikeout~~.