


CERTIFIED COPY GRANT MALOY  
CLERK OF THE CIRCUIT COURT  
AND COMPTROLLER  
SEMINOLE COUNTY, FLORIDA  
BY  CLERK  
Date JAN 11 2019

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

OAK HOLLOW HOMEOWNERS ASSOCIATION, INC.

A NOT-FOR-PROFIT CORPORATION

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned hereby file these Amended and Restated Articles of Incorporation of OAK HOLLOW HOMEOWNERS ASSOCIATION, INC., for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I

NAME

The name of this corporation is OAK HOLLOW HOMEOWNERS ASSOCIATION, INC., a not-for-profit corporation located in Seminole County, Florida.

ARTICLE II

PURPOSES AND POWERS

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The purposes for which it is formed are:

To establish, foster and preserve conditions and standards contributing to the health, safety, recreation, protection, maintenance of property value in both the economic and aesthetic sense, and to promote any other policies or improvements pertaining to the general welfare of the residents and property owners of OAK HOLLOW, according to the plat thereof as recorded in Plat Book 43, Page 11, of the Public Records of Seminole County, Florida, and for this purpose to:

- A. Own, acquire, build, operate and maintain the wall, and landscape areas described in the Declaration of Covenants and Restrictions for the property;
- B. Fix assessments (or charges) to be levied against the property;
- C. Enforce the Declaration of Covenants and Restrictions (hereinafter referred to as "Covenants and Restrictions"), as recorded in Official Records Book 2138, Pages 1883 through 1890, and Official Records Book 2277, Pages 1784 through 1795 of the Public Records of Seminole County, Florida, as may be amended from time to time;
- D. Pay Taxes, if any, on the Common Properties;
- E. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Property; and

Q Shase Law Firm, PA

- F. Perform all acts and exercise all powers that are granted to corporations not-for-profit under the laws of the State of Florida.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a fee simple or undivided fee simple in any Lot (as defined in the Covenants and Restrictions), located on the Property and all of which is subject by covenants of record to assessment by the Corporation, shall be a Member of the Corporation; provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

ARTICLE IV

VOTING RIGHTS

The Corporation shall have one class of voting membership:

Class A Members shall be all record owners of a fee simple or undivided fee simple in any Lot (as defined in the Covenants and Restrictions) which is subject by Covenants and Restrictions of record to assessment by the Corporation with the exception of the Developer. Class A Members shall be entitled to one (1) vote for each Lot.

ARTICLE V

BOARD OF DIRECTORS: SELECTION AND TERMS OF OFFICE

The affairs of the Corporation shall be managed by a Board of Directors which shall consist of a minimum of three (3) members and a maximum of five (5) members. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors in accordance with the Bylaws of the Corporation. Beginning with the organizational meeting of this Corporation, the members at each annual meeting shall elect the Directors and each such Director shall serve until the next annual meeting of the Corporation or until their successors are duly elected.

ARTICLE VI

MERGERS AND CONSOLIDATION

Subject to the provisions of the Covenants and Restrictions and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of four-fifths (4/5) of the votes of the Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VII

EXISTENCE AND DURATION

The Corporation shall exist in perpetuity, unless dissolved in accordance with the provisions of Article VIII, below.

ARTICLE VIII

DISSOLUTION

The Corporation may be dissolved only with the assent given in writing and signed by four-fifths (4/5) of the Members entitled to vote. Written notices of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (which shall be consonant with Article IX hereof), shall be mailed to every Member at least ninety (90) days in advance of any action taken.

ARTICLE IX

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency or utility to be devoted to the purpose as nearly as practicable the same as those to which they are required to be devoted by the Corporation. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust, or other organization devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of corporate properties shall be effective to divest or diminish any right or title of any Member vested in him under the Covenants and Restrictions and deed applicable to The Property unless made in accordance with the provisions of such covenants and deed.

ARTICLE X

AMENDMENTS

These Articles may be amended by a majority vote of the Board of Directors; provided that no amendment shall be effective to impair or dilute any rights of members that are governed by the Covenants and Restrictions (as, for example, membership and voting rights) which are part of the property interest created thereby.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is designated on [www.sunbiz.org](http://www.sunbiz.org).

ARTICLE XII

BYLAWS

The Bylaws of this Corporation shall be adopted a majority vote of the Board of Directors and the Bylaws of this Corporation may be altered or rescinded by a like vote.

ARTICLE XIII

INDEMNIFICATION

Every Director and Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding, or any settlement of any proceeding, in which he may be a party or in which he may be involved by reason of his having been a Director or Officer of the Association, or by reason of his serving or having served the Association at its request, whether or not he is serving in such capacity at the time such expenses are incurred; provided, however, that in the event of any settlement before the entry of a judgment or in the event such Officer, Director or Member is adjudged guilty of wrongful misfeasance or malfeasance in the performance of his duties, the indemnification herein shall apply only if the Board of Directors has approved the settlement of reimbursement as being in 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, Officer or Member may be entitled under law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been adopted this 30th day of November 2018.



\_\_\_\_\_  
Russell Case, Director and Secretary

WITNESSES:

Nedine Nasby  
Signature  
Nedine Nasby  
Printed Name

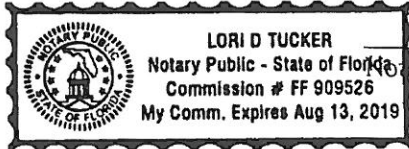
Lauren Wachter  
Signature  
Lauren Wachter  
Printed Name

OAK HOLLOW HOMEOWNERS  
ASSOCIATION, INC.

[Signature]  
John Nasby, Director and President

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, on this 6<sup>th</sup> day of December, 2018, personally appeared John Nasby, Director and President, of Oak Hollow Homeowners Association, Inc., a Florida not-for-profit corporation, and who is personally known to me to be the person who executed the foregoing Second Amended and Restated Declaration of Covenants and Restrictions for Oak Hollow and acknowledged before me he executed the same as such officer of said corporation and for and on behalf of the Corporation.



[Signature]  
Notary Public, State of Florida

[Seal]