

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REEVES HOUSE OWNERS ASSOCIATION, INC.

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned corporation, pursuant to resolution duly adopted by its Board of Directors, and approved by a majority vote of its membership on March 15, 1993, adopts these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation amend the Articles of Incorporation of Reeves House Owners Association, Inc., initially filed with the Secretary of State of the State of Florida on February 7, 1985, by adding the underlined provisions below, and said amendments were duly adopted by the Corporation pursuant to the Florida Not For Profit Corporation Act. All other provisions below only restate and integrate, and do not further amend the provisions of the Articles of Incorporation. There is no discrepancy between the remaining provisions and the original Articles of Incorporation, except for the omission of matters of historical interest, the omission of matters relating to the Developer, and renumbering and relocating of Articles and Sections.

ARTICLE I

Name

The name of the corporation shall be REEVES HOUSE OWNERS ASSOCIATION, INC. and, for convenience, the corporation shall be referred to in this instrument as the "Association". This corporation shall have perpetual existence.

ARTICLE II

Purpose

1. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, (1991), for the operation of REEVES HOUSE, A CONDOMINIUM, to be located in Orange County, Florida.
2. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

Powers

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit which are not in conflict with the terms of these Articles or the Florida Condominium Act as it exists at the time of incorporation.
2. The Association shall have all of the powers and duties set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Amended and Restated Declaration of Condominium, as it may be subsequently amended from time to time, including, but not limited to, the following:
 - A. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To maintain, repair, replace and operate the condominium property.

D. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

E. To reconstruct improvements after casualty and the further improvement of the property.

F. To make and amend reasonable regulations respecting the use of the property in the condominium and to enforce the said regulations by fines or suspension of the right of use of the common elements.

G. To approve or disapprove the transfer, mortgage and ownership of units as provided by the Amended and Restated Declaration of Condominium, Bylaws, and Rules and Regulations of the Association.

H. To enforce by legal means the provisions of the Condominium Act, the Amended and Restated Declaration of Condominium for REEVES HOUSE, A CONDOMINIUM, these Amended and Restated Articles of Incorporation, the Bylaws of the Association and the Regulations for use of the property in the condominium.

I. To contract for the management and maintenance of the condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times in the powers and duties granted them by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

J. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

K. To employ personnel to perform the services required for proper operation of the condominium.

3. The Association shall have the owner to purchase a unit or units in the condominium and to hold, lease, mortgage and convey the same.

4. All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of Florida law, the Amended and Restated Declaration of Condominium, these Amended and Restated Articles of Incorporation and the Bylaws.

ARTICLE IV

Members

1. The members of the Association shall consist of all of the record owners of units in REEVES HOUSE, A CONDOMINIUM, as it may exist from time to time, and, in the event of termination of the condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

2. After receiving approval of the Association as required by the Amended and Restated Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing a record title to a unit in REEVES HOUSE, A CONDOMINIUM, and the delivery of a certified copy of such instrument to the Association. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owners is terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

4. The owner of each unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

5. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such a manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one (1) unit, shall be entitled to one (1) vote for each unit he owns.

ARTICLE V

Directors

1. The affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall be not less than three (3) and not more than nine (9). The unit owners shall elect the members of the Board of Directors. All members of the Board of Directors of the Association shall be unit owners of the Condominium.

2. The Directors of the Association shall be elected at the annual meeting of the members in the manner specified in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

3. The annual membership meeting, wherein the Directors shall be elected by the members of the Association, shall be held at such times and places as is designated by the Bylaws of the Association.

ARTICLE VI

Officers

The affairs of the Association shall be administered by a President, one or more Vice Presidents, a Secretary, a Treasurer and by an Assistant Secretary. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors.

ARTICLE VII

Indemnification

Each Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests 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 may be entitled.

ARTICLE VIII

Bylaws

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

ARTICLE IX

Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing, directed to the President or Secretary of the Association, signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at a regularly constituted meeting thereof, upon an amendment being proposed as herein provided, the President, or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fourteen (14) days, nor later than forty-five (45) days thereafter, for the purpose of considering said amendment. Directors and members present in person or by limited proxy at the meeting considering the amendment, may express their approval or disapproval by ballot at the duly called meeting. Except as elsewhere provided, such approvals of the proposed amendment must be either by:

A. Not less than sixty (60%) percent of the entire membership of the Board of Directors and not less than sixty (60%) percent of all members of the Association; or

B. Not less than two-thirds (2/3) of all of the votes of the entire membership of the Association.

3. No amendment shall make any changes in the qualifications for membership, nor the voting rights of members nor any change in Section 2 of Article III hereof, without approval in writing by all members and the joinder of all record owners. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

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

ARTICLE X

Term

The term of the Association shall be perpetual.

IN WITNESS WHEREOF, I have hereunto affixed the signature of the corporation, this _____ day of _____, 1993.

REEVES HOUSE OWNERS
ASSOCIATION, INC.

(CORPORATE SEAL)

BY: _____
President

Attest:

Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

Before me the undersigned authority, personally appeared _____ who is personally known to me to be the person described in and who subscribed to the above Amended and Restated Articles of Incorporation, as President of REEVES HOUSE OWNERS ASSOCIATION, INC., and who did freely and voluntarily acknowledge before me, according to law, that he/she made and subscribed the same for the use and purpose therein mentioned and set forth, and he/she did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in Orlando, in said county and state, this _____ day of _____, 1993.

NOTARY PUBLIC

(Print Name)
My Commission Expires: