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TALLAHASSEE, FLORIDA

Restated w/NC

TBrown 5-24-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** KINGSLAND PROPERTY OWNERS ASSOC. INC.

**DOCUMENT NUMBER:** 726993

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

WALTER LAYNE

(Name of Contact Person)

KINGSLAND PROPERTY OWNERS ASSOC. INC.

(Firm/ Company)

7500 SW 61 AVE SUITE 600

(Address)

OCALA FL 34476

(City/ State and Zip Code)

kingslandproperty@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Walter Layne

(Name of Contact Person)

at ( 352 )

(Area Code & Daytime Telephone Number) 237-4435

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RESTATED ARTICLES OF INCORPORATION  
KINGSLAND OCALA WATERWAY OWNER'S ASSOCIATION, INC.  
FORMERLY KNOWN AS  
KINGSLAND PROPERTY OWNER'S ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

**FIRST:** The Corporation's Article of Incorporation are being amended in accordance with Florida Statutes, Title XXXVI, Business Organizations, Chapter 617.001, 617.1008 and initial Article Eleven Article filed with Secretary of State Tallahassee, Florida July 20, 1973, Document Number 726993.

The name of the Corporation is changed from KINGSLAND PROPERTY OWNER'S ASSOCIATION, INC to "KINGSLAND OCALA WATERWAY OWNERS ASSOCIATION, INC.", (hereinafter referred to as the "Corporation").

**SECOND:** Said Corporation was originally incorporated as a corporation not for profit under the provision of Florida Statutes Title XXXVI, Business Organizations Chapter 617, Florida Statutes, 1971 and hereby amended and restated by majority vote at the Annual Meeting of the Property Owners on March 5, 2011. Each article of the original Articles of Incorporation is restated as contained in this document. Kingsland Country Estates Section 22 was assigned to Kingsland Property Owners' Association by Final Judgment Stipulation of the Fifth Circuit Court of Marion County, Florida on 12 September 2000 filed and recorded in Marion County Florida Book 03065 Pages 0327- 337, 12/05/2001.

**THIRD:** The principal office of the Corporation is at 7500 SW 61<sup>st</sup> Avenue, Suite 600, Ocala, Florida 34476. The registered agent, as filed with the State of Florida can accept service of process within this state upon the Corporation or Officers'.

**FOURTH:**

(a) The purposes and powers for which this Corporation is organized are to promote the health, safety and welfare of its members, to maintain the aesthetics of the three Sections of land named below in Fifth (a) within its jurisdiction, and do everything within its power to protect the values of the property and quality of life for the Members.

(b) Said purposes and powers shall include, but shall not " limited to, the carrying out of those functions and activities to be carried out and performed by the Corporation enumerated in the By- Laws as amended and Rules and Regulations approved by the Board of Directors and recorded in the Official Records of Marion County, Florida.

(c) The Corporation shall have all the powers enumerated in Chapter 617.0302, Florida Statutes 2010, as amended, not inconsistent herewith and shall have all the powers of corporations, not for profit, not prohibited by some provision of law, unless otherwise excepted herein.

(d) The Corporation may enter into contracts to carry out its purpose, including land, facilities, maintenance and repair and other operations.

**FIFTH:**

(a) Membership in the Corporation shall be the Property Owners' of that area known as Kingsland Country Estates, Section 22 and Ocala Waterway Estates Section 27 and 34 Marion County Florida and more particularly described in Warranty Deeds, Indentures and Purchase Property Agreements filed in Marion County, from the original developer, Kingsland Inc., which states " the condition that grantee and his successors in ownership shall become and remain a member of Kingsland Property Owner's Association , a non-profit corporation which shall be regarded as a covenant with the land.", as said Restrictions are recorded or intended to be recorded in the future in the Official Records of Marion County by the current Board of Directors.

(b) Voting by Members (F.S. 617.0721). (1) Members are not entitled to vote except as conferred by the Articles of Incorporation or By-Laws. (2) A member who is entitled to vote must be in good standing i.e. dues and assessments are paid current and may vote in person or, proxy executed in writing. An appointment of a proxy is valid 11 months following the date of execution unless otherwise provided in the proxy. (3) If directors are to be elected by members, the By-laws may provide such elections and may be conducted by mail. (4) The Board President, any Vice President, and Secretary/Treasurer of the Corporation shall be deemed to have the authority to vote on behalf of the corporation and to execute proxies and written waivers and consents in relation thereto. In the event of conflicting representation, the corporate member shall be represented by its senior officer, i.e. President Vice President, Secretary Treasure, Roads & Grounds, Members Advocate, Operations and etc.

(c) When a Voting Agenda for the Membership occurs, Members shall be entitled to one vote for each lot or parcel owned by said member. In the event a lot/parcel is owned by more than one person, firm or corporation, the membership relating thereto shall only have one vote for each lot/parcel owned.

(d) The Corporation may reject a vote, consent, waiver, or proxy appointment if the Secretary or other officer or agent authorized to tabulate votes, acting in good faith, has a reasonable basis for doubting the validity of the vote.

**SIXTH:** The term for which the Corporation is to exist is perpetual unless the purpose for which the Corporation is to exist are terminated in accordance with Restrictions herein are referred to.

**SEVENTH:** (F. S. 617.0840):

(a) The affairs of the Corporation are to be managed by five (5) Directors for the term of their election or appointment. The Board may expand to seven (7) and up to nine (9) members or decreased but no less than five (5) upon vote of the majority of the Board of Directors. The term of election for Directors shall be four (4) years. The elections or appointments will be staggered in that no more than three terms shall expire at the same time.

(b) Directors must own property and be a member in good standing.

(c) There shall be two classes of Directors those elected by the members at the Annual Meeting and those appointed to fill position due to vacancies by removal, resignation, incapacitation, disqualified or death.

(d) The following positions will be established and filled by elections internally by the Board of Directors for terms of four (4) years. These positions may be combined except the President, Vice President, Secretary/Treasurer, Members Advocate, and Operations, which shall not be combined with each other.

- (1) President
- (2) Vice-President
- (3) Secretary/Treasurer
- (4) Roads & Grounds
- (5) Members Advocate
- (6) Operations
- (7) Storm Water Run-Off
- (8) Architecture Review

(f) Additional Officer may be appointed from member volunteers by the Board of Directors to help with duties and responsibilities of the Directors such as Standing Committees, Rules, Water Run Off, Roads and Grounds issues and etc.

(g) Each officer has the authority and shall perform the duties set forth by law, Articles of Incorporation, By-Laws and Florida State Statutes or the extent consistent with the Articles of Incorporation & By-Laws.

**EIGHTH:** The Directors of the Corporation shall serve until such time as their term expires or his or her earlier resignation, becomes unqualified, incapacitated, or death. They shall be identified in the "NOT-FOR-PROFIT CORPORATION ANNUAL REPORT" Document # 726993 each year.

**NINTH:**

(a) All Corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of its board of directors, subject to any limitations set forth in the articles of incorporation (F.S. 617.0302 and 617.0802)

(b) The Corporation shall be governed by a Board of Directors consisting of a minimum of five (5) persons. No more than three Directors will be nominated or elected at the same time to insure staggered terms of office and continuity of the Board. Each director will hold office for four years to which he or she was elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal or death. A Director must own property governed by the Association.

(c) Directors shall be elected or appointed in the manner and for the terms provided by the By-Laws (F.S. 617.0803).

**TENTH:** The initial By-Laws were adopted by its Board of Directors and signed by the Secretary on July 20<sup>th</sup>, 1973, filed and recorded in Marion County October 22, 1973 Book 594, Pages 370 – 377. An amendment was approved at an annual membership and board of directors meeting on March 5, 2011 and will be filed and recorded in May 2011 in the public records of Marion County Florida.

**ELEVENTH: Amending Articles of Incorporation.-**

(a) This Corporation may amend its articles of incorporation at any time as provided in F.S. 617.1001.

(b) A member of the corporation does not have vested property right resulting from any provisions in the articles of incorporation, including provisions relating to management, control, purpose or duration of the corporation.

(c) The Board of Directors must adopt a resolution setting forth the proposed amendment to the articles of incorporation and directing it be submitted for a vote at a meeting of members entitled to vote on the proposed amendment either at an annual or special meeting. Written notice setting forth the proposed amendment or a summary of change to be affected by the amendment will be given to each member entitled to vote. The proposed amendment shall be adopted upon receiving at least a majority, or a larger or smaller percentage specified in the articles of incorporation or the by-laws, of the votes which members present at such meeting or represented by proxy.

(d) Subsequent changes to Articles of Incorporation and By-Laws will be governed by the quorum and voting process outlined in the By-Laws.

**TWELFTH:** The Corporation shall never have or issue shares of stock and no part of the income of the Corporation shall be distributable or distributed to its members, directors or officers, except as provided in Paragraph THIRTEENTH, unless otherwise stated in the bylaws or F.S. 617.08101.



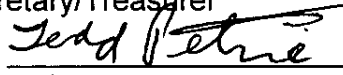

**THIRTEENTH:** In the event that the Corporation is dissolved any assets owned by the Corporation shall be disbursed proportionately and equitably to all current members in good standing. (F.S. 617.1401 thru 617. 1407)

**FOURTEENTH:** The names and addresses of the current Directors are listed in The 2011 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT, DOCUMENT # 726993 filed January 04, 2011, Florida Secretary of State. Changes will be updated as they occur.

**FIFTEENTH:** In the event of any discrepancy between this Articles of Incorporation and the By-Laws or Rules then the By-Laws shall prevail.

**Footnote:** Written notice of the May 2011 proposed amendment was mailed to members February 25, 2011 as part of the updated annual meeting notice including a proxy vote form. The summary of the proposed amendment was contained in the agenda hand out at the meeting and discussed in detail at the March 5, 2011 Annual Meeting. A vote was conducted. A majority in attendance and proxy votes approved the restatement and /or amendment of the 1973 Articles of Incorporation and the By-Laws.

WE, THE UNDERSIGNED, being each of the incorporation hereinabove attest by our signatures to the Restatement of the Articles of Incorporation pursuant to Florida State Statutes, Chapter 617.

Signature 	Signature 
Date <u>5-4-11</u> Brent J. Brummer	Date <u>05/04/11</u> Walter C. Layne
Title: Secretary/Treasurer	Title: President
Signature 	Signature 
Date <u>5/10/11</u> Todd E. Petrie	Date <u>5-6-11</u> Matthew A. Taylor
Title: Roads & Grounds	Title: Registered Agent & Restrictions

The date of each amendment(s) adoption: March 5, 2011

*(date of adoption is required)*

Effective date if applicable: June 1, 2011

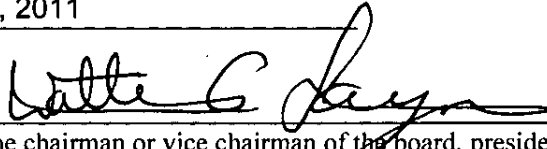
*(no more than 90 days after amendment file date)*

**Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated May 5, 2011

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Walter Layne

(Typed or printed name of person signing)

President

(Title of person signing)