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Restated  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

002  
9/6/12

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Kingsland Ocala Waterway Owners Association, 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 C. Layne**

(Name of Contact Person)

**Kingsland Ocala Waterway Owners Association, INC.**

(Firm/ Company)

**7500 SW 61st 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** ) **237-4435**

(Area Code & Daytime Telephone Number)

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

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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.

FILED

2012 AUG 31 AM 9:14

**FIRST:** The Corporation's Article of Incorporation Document Number 726893 STATE being restated in accordance with Florida Statutes, Title XXXVI, Business Organizations, Chapter 617.1001, 617.1008 and initial Article Eleven filed with Secretary of State Tallahassee, Florida July 20, 1973, restated May 16, 2011 and May 15, 2012.

**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. Restatement is hereby made by a quorum vote of the Directors on June 6, 2012 in accordance with Article Eleven (d) and our By-Laws. 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 does 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 be 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 Florida State Statutes Chapter 617.0302 and 720.302 (5), 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 accepted 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 the area's known as Kingsland Country Estates, Section 22 and Ocala Waterway Estates Section 27 and 34 in 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 running 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 in order of seniority by its senior officers, i.e. President, Vice President of Administration, Vice President of Operations and Secretary/Treasurer.

(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 good standing. 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. 617.0803 & 617.0840):

(a) The affairs of the Corporation shall be governed by a minimum of five (5) Directors for the term of their election or appointment. The Board may expand the number of Directors to seven (7), or decreased, but no less than three (3) upon vote of the majority of the Board of Directors. 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. Directors shall be elected or appointed in the manner and for the terms provided by the By-Laws (F.S. 617.0803).

(c) Each officer has the authority and shall perform the duties set forth in the Articles of Incorporation, By-Laws and Florida State Statutes.

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

**EIGHTH:** The affairs of the Corporation are to be managed by the following Officers in consonance with the number of Directors. Positions identified with an asterisk (\*) shall not be combined

- (1) President \*
- (2) Vice-President Administration \*
- (3) Vice president Operations \*
- (4) Secretary/Treasurer \*
- (5) Members Advocate
- (6) Officers at large (No more than two (2)).

(a) Additional Officer may be appointed to commensurate with the number of Directors approved by the Board.

(b) Each Officer has the fiduciary responsibility, authority and shall perform the duties set forth by the By Laws, Articles of Incorporation and Florida Statutes Chapter 617 and 720

**NINTH:** 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 or bylaws (F.S. 720.302 (5) and 617.0802).

**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 was filed and recorded May 25, 2011, Book 05521, Pages 0994-1015 in the public records of Marion County Florida. An additional Amendment was filed and recorded July 25, 2012, Book 05709, Pages 1553-1584.

**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.

**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/Officers are as filed annually or upon change in the "Department of State Divisions of Corporations" Report for "Florida Non Profit Corporation" "Officer/Director Detail", document number 726993.

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

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

**Certification**

I, Eileen M. Fernandez, the Secretary for Kingsland Ocala Waterway Owners' Association, Inc., a corporation not-for-profit, organized, and existing under the Laws of the State of Florida hereby certify that the foregoing are the revised By-Laws of said corporation duly adopted by the Board of Directors on June 6, 2012 as indicated by below signatures.

Eileen M. Fernandez  
Eileen M. Fernandez  
Secretary Treasurer

Signature Walter C. Layne  
Walter C. Layne Date 08/14/12  
President

Signature Matthew A. Taylor  
Matthew A. Taylor Date 08/03/12  
Vice President Administration

Signature Todd E. Petrie  
Todd E. Petrie Date 8/15/12  
Vice President Operations

Signature Eileen M. Fernandez  
Eileen M. Fernandez Date 8/15/12  
Secretary Treasurer