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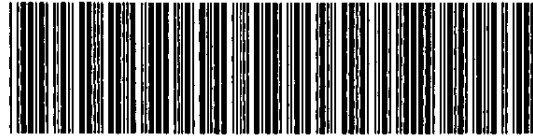
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*Amended &
Restated
Articles*

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FILED
2012 MAY 21 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DR
5/24/12*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Bay State South Community Association, Inc.**

DOCUMENT NUMBER: **754850**

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

Please return all correspondence concerning this matter to the following:

Derek A. Schroth

(Name of Contact Person)

Bowen Radson Schroth, P.A.

(Firm/ Company)

600 Jennings Avenue

(Address)

Eustis, Florida 32726

(City/ State and Zip Code)

dschroth@brslegal.com

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

For further information concerning this matter, please call:

Derek A. Schroth

(Name of Contact Person)

at (**352**) **589-1414**

(Area Code & Daytime Telephone Number)

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

Amended and Restated

**Articles Of Incorporation Of Bay State South Community Association,
Inc.**

FILED
Exhibit "A"
2012 MAY 21 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**Article I
Name**

The name of the Corporation is "Bay State South Community Association, Inc.", hereafter referred to as the "Association".

**Article II
Purpose and Not For Profit**

Section 1. Association Purpose. The purpose for which the Association is organized is:

1. To enforce the Declaration of Easements, Covenants, Conditions and Restrictions for Bay State South (the "Declaration"), a community consisting of homesites in Lake County, Florida, to be the Association referred to in said Declaration, and to assess homeowners in accordance with said Declaration, and levy and collect adequate assessments against its Members.
2. To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including without limitation the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
3. To do such other things as are incidental to the purposes of the Association or necessary or desirable in order to accomplish them.

Section 2. Not For Profit. The Association is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**Article III
Duration**

The term of the Association shall be perpetual, unless otherwise sooner terminated.

Article IV Powers

Section 1. General Powers. The Association shall have all the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of these Articles.

Section 2. Powers Under Declaration. The Association shall have all the powers and duties set forth in the Bay State South Declaration, including the power to fix and levy assessments against property subject to the Declaration, so long as such assessments are used exclusively for the benefit of the Association residents, including but not limited to:

1. Improve and maintain the property subject to the Declaration.
2. Procure services and facilities devoted to the benefit of Association residents.
3. Pay the operating expenses of the Association.
4. Procure lighting, improvements, and beautification for access ways and easement areas.
5. Acquire, maintain, repair and place directional markers, signs, and traffic control devices.
6. Maintain, improve and operate drainage easements and systems.
7. Manage, improve, and beautify parks, lakes, buffer strips, and recreation areas and facilities.
8. Garbage collection, trash removal, and rubbish removal, but only when and to the extent specifically authorized by the Association.
9. Provide police protection, night watchmen, guard services and gate services, but only when and to the extent specifically authorized by the Association.
10. Any other thing necessary and desirable, as determined by the Members of the Association.

Article V Merger and Consolidation

Subject to the provisions of the Bay State South Declaration, and to the extent permitted by law, the Association 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 two-thirds (2/3) of the votes of the Association 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 VI Members

Section 1. Members. Every person or entity who is a record owner of a lot subject to assessment shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment by the Association.

Article VII Voting Rights

Section 1. Voting Rights. Every person or entity who is a record owner of a lot shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, each such person shall be an owner, and a Member of the Association. The vote for such lot shall be exercised as the owners determine, but in no event shall more than one vote be cast with respect to any lot. The voting interest of each lot must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple owners of a single lot are unable to agree how to cast the lot vote, those owners shall lose their right to vote on the matter in question. If any owner casts a vote representing a lot in which he holds an ownership interest, it shall thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other owners of the same lot. In the event more than one vote is cast for a particular lot, none of said votes shall be counted and said votes shall be deemed void. If a lot is owned by a corporation, trust, or other non-natural person, then that owner shall designate, in writing, a natural person as its proxy to cast its vote and represent the lot.

Section 2. Tenant Voting. No tenant or lessee of a lot shall have voting rights in the Association.

Article VIII Initial Registered Office And Agent And Principal Office Of The Association

Section 1. Initial Principal Office. The street address of the initial registered office of business and principal office of the Association is 2719 Beacon Street, Eustis, Florida 32726.

Section 2. Initial Principal Mailing Address. The mailing address of the initial registered office of business and principal office of the Association is PO Box 1658, Lady Lake, Florida 32158-1658.

Section 3. Initial Registered Agent. The initial registered agent of the Association is Derek Schroth, Bowen Radson Schroth, P.A., 600 Jennings Avenue, Eustis, Florida 32726.

Article IX Board Of Directors

The management of the Association shall be vested in the Board of Directors. The initial Board of Directors shall consist of five (5) Directors, who shall hold office until the election of their successors as specified in the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three and shall never be more than seven, and shall always consist of an odd number. The Members shall elect the Directors at the annual meeting of Members. Each Director shall be a Member of the Association.

At the first annual meeting of the Association, the Members shall elect individuals to the Board of Directors. The terms of office of the directors to the Board of Directors shall be fixed at one

(1) year. The Board of Directors shall be elected simultaneously, with one ballot or election. At the expiration of the initial terms of office of each respective Director of the Board of Directors, a successor shall be elected to serve for a similar term as the Director being replaced. The Directors comprising the Board of Directors shall hold office until their respective successor has been elected by the Association.

Article X Officers

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. The name and address of the initial officers of the Association are as follows:

Title	Name	Address
President	Kevin Cook	713 Kenmore Court Eustis Florida 32726
Vice President	Michael Hamlin	611 Arlington Court Eustis Florida 32726
Secretary	Carole Jacoby	607 Brookline Avenue Eustis Florida 32726
Treasurer	Patricia Sheppard	619 Brookline Avenue Eustis Florida 32726

Article XI Bylaws

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

Article XII Amendment

Section 1. Right of Amendment. The Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation.

Section 2. Procedure for Amendment. Amendment of 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 will be considered.

2. A resolution for the adoption of a proposed amendment may be proposed by either the Board of Directors or two-thirds (2/3) of the Members of the Association. Directors and Members not present in person or represented by proxy at the meeting for consideration of the amendment may express their approval in writing, provided such approval is delivered to the Secretary of the Association prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors, and not less than two-thirds (2/3) of the Members of the Association.
3. In the alternative to subsection (2), an amendment may be made by an agreement signed and acknowledged by all Members of the Association, in the manner required under Florida law for the execution of a deed.
4. No amendment shall make any changes in, or be effective to impair or dilute any rights of Members that are governed by the recorded covenants and restrictions applicable to the Bay State South community, including membership and voting rights.
5. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Lake County, Florida.

Article XIII Indemnification

The Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

Article XIV Conflict

In the event that any provision of these Articles of Incorporation conflict with any provision of the Declaration, the provision of the Declaration in conflict shall control.

Article XV Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than one hundred percent (100%) of the owners of each lot governed by the Declaration.

**Certificate To Amended And Restated
Articles Of Incorporation
Of
Bay State South Community Association, Inc.**

Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.007, Florida Statutes, Bay State South Community Association, Inc., a Florida not for profit corporation, adopts the following articles of amendment to its Articles of Incorporation.

The Articles of Incorporation of the above named corporation are amended in the entirety and restated as set forth in the attached Exhibit "A".

Pursuant to Section 607.1002, Florida Statutes, the foregoing amendment was proposed to the members by the Board of Directors and the number of votes cast for the amendment by the members was sufficient for approval.

The effective date and the date of adoption of this amendment is April 25, 2012.

Accordingly, the undersigned duly authorized representative hereby executed these Articles of Amendment on the 25th day of April 2012.

By: _____

Kevin Cook, President

Attested By:

Carole Jacoby, Secretary

State of Florida
County of Lake

The foregoing instrument was acknowledged before me on the 25th day of April, 2012, by Kevin Cook and Carole Jacoby, President and Secretary of Bay State South Community Association, Inc., respectively, on behalf of the corporation.

Notary Public
My Commission Expires:

