

1196 000000171

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500399783875

01/05/23--01036--008 **35.00

FILED
2023 JAN -5 PM 5:51
STATE OF MISSISSIPPI

af 3/14/2023

ROBERT L. KAYE, B.C.S.*
MICHAEL S. BENDER, B.C.S.*
JEFFREY A. REMBAUM, B.C.S.*

KBR Kaye Bender
Rembaum, P.L.
Attorneys At Law

Serving clients throughout Florida

ANDREW B. BLACK, B.C.S.*
DANIELLE M. BRENNAN, B.C.S.*
SHAWN G. BROWN, B.C.S.*
GERARD S. COLLINS
EMILY E. GANSON
JEFFREY D. GREEN, B.C.S.*
PETER C. MOLLENGARDEN, B.C.S.*
ALAN SCHWARTZSEID
DEBORAH S. SEGARMAN

KAREN A. GREEN
ALLISON L. HERTZ, B.C.S.*
BENJAMIN L. HEYDELAUF
JAY S. LAVIS
LAUREN T. SCHWARZFELD
STUART M. SMITH

KERSTIN HENZE, OF COUNSEL
LISA A. MAGILL, B.C.S.*, OF COUNSEL
KARINA N. SKTIE, OF COUNSEL

REPLY TO:

Palm Beach Gardens Office:

9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410
Tel: (561) 241-1462
Fax: (561) 223-8957
JRembaum@KBRLegal.com
www.KBRLegal.com

o FLORIDA SUPREME COURT
CERTIFIED MEDIATOR

* BOARD CERTIFIED SPECIALIST IN
CONDOMINIUM AND PLANNED
DEVELOPMENT LAW

o BOARD CERTIFIED SPECIALIST
IN CONSTRUCTION LAW

January 3, 2023

VIA FEDERAL EXPRESS DELIVERY

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Lake Grove Property Owners' Association, Inc.;
Amended and Restated Articles of Incorporation

To Whom it May Concern:

Enclosed please find an original Certificate of Filing Amended and Restated Articles of Incorporation for Lake Grove Property Owners' Association, Inc. along with a copy of same to have stamped and returned to us after filing. For your convenience, we are providing a postage paid, self-addressed envelope to return the stamped copy to our office. Also enclosed is a check in the amount of \$35.00 made payable to the Secretary of State to cover the cost of filing same.

Please feel free to contact our office if you have any questions or concerns. Thank you.

Warmest Personal Regards,

KAYE BENDER REMBAUM, P.L.


Jeffrey A. Rembaum, Esq.
For the Firm

BROWARD County:
1200 PARK CENTRAL BLVD, SOUTH
POMPANO BEACH, FL 33064
TEL: 954.928.0680 FAX 954.772.0819

ORANGE County:
UNIVERSITY CORPORATE CENTER II
1186 CORPORATE BLVD, SUITE 130
ORLANDO, FL 32817

HILLSBOROUGH County:
1211 N. WESTSHORE BLVD, SUITE 409
TAMPA, FL 33607
TEL: 813.375.0781 FAX 813.952.3057

This instrument was prepared by:
JEFFREY REMBAUM, ESQUIRE
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

FILED
2023 JAN -5 PM 5: 51
STATE
PALM BEACH, FL

**CERTIFICATE OF FILING THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
LAKE GROVE PROPERTY OWNERS' ASSOCIATION, INC.**

WHEREAS, Lake Grove Property Owners' Association, Inc. (the "Association") is a Florida not for profit corporation formed pursuant to the Articles of Incorporation of Lake Grove Property Owners' Association, Inc., filed January 8, 1996, Document Number N96000000171 (the "Articles"); and

WHEREAS, on Monday, July 18, 2022, at a properly noticed meeting of the Association's Board of Directors (the "Board"), the Board approved the Amended and Restated Articles of Incorporation of Lake Grove Property Owners' Association, Inc. (the "Amended and Restated Articles") in accordance with the provisions thereof; and

WHEREAS, on Monday, December 5, 2022, at a properly notice annual meeting of the Association's members, the members approved the Amended and Restated Articles in accordance with the provisions thereof.

NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles are a true and correct copy of the Amended and Restated Articles adopted by the Board and the membership at the above-referenced meetings of the Association, that the number of votes cast for adoption of the Amended and Restated Articles was sufficient for approval, and that the attached Amended and Restated Articles replace the Articles.

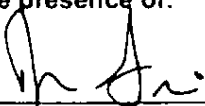
**SEE ATTACHED EXHIBIT "A"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LAKE GROVE PROPERTY OWNERS' ASSOCIATION, INC.**

.....

[Signature and Notary Page to Follow]

IN WITNESS WHEREFORE, this Certificate has been signed by the Association on the date set forth below.

Signed, sealed, and delivered in the presence of:



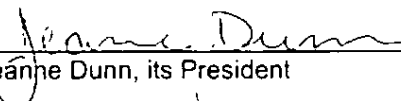
Print Name: Ryan Grai



Print Name: Bradley Burnette

ASSOCIATION

LAKE GROVE PROPERTY OWNERS' ASSOCIATION, INC.,
a Florida not for profit corporation

By: 
Jeanne Dunn, its President

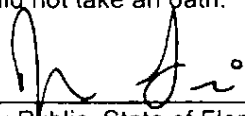
Date: 12/16/22

STATE OF FLORIDA)
) ss:
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me by means of physical appearance or online notarization, this 16th day of December, 2022, by Jeanne Dunn, as President of Lake Grove Property Owners' Association, Inc., who is personally known to me or produced FLDL as identification and did not take an oath.



Ryan Grai
Notary Public
State of Florida
My Commission Expires 1/24/2025
Commission No. NH 83026



Notary Public, State of Florida
Ryan Grai
Print Name

My commission expires: 01/24/2025

EXHIBIT "A"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LAKE GROVE PROPERTY OWNERS' ASSOCIATION, INC.**

FILED
2023 JAN -5 PM 5:51
STATE OF FLORIDA
COUNTY OF PALM BEACH

Substantial rewording. See governing documents for current text.

**ARTICLE I
DEFINITIONS**

All initially capitalized terms used herein which are defined in the Amended and Restated Covenants and Restrictions for Lake Grove, as may be amended from time to time (the "Covenants"), and not otherwise defined herein, shall have the same meaning as set out in the Covenants to which these Amended and Restated Articles of Incorporation of Lake Grove Property Owners' Association, Inc., as may be amended from time to time (these "Articles"), are attached as Exhibit "A."

**ARTICLE II
NAME AND PRINCIPAL OFFICE**

The name of this corporation is LAKE GROVE PROPERTY OWNERS' ASSOCIATION, INC. The principal address of the Association is 4970 SW Lake Grove Circle, Palm City, Florida 34490 or at such other principal address as may be subsequently designated by the Board. The mailing address of the Association is P.O. Box 2431, Palm City, Florida 34491 or at such other mailing address as may be subsequently designated by the Board.

**ARTICLES III
POWERS AND PURPOSES**

3.1 Purposes. The general nature, objects, and purposes of the Association are to provide an entity through which the Owners work to better organize and effect their interests with regard to maintaining the Common Areas, including, without limitation, the roadways, surface water management systems, and perpetual area easement, and with regard to promulgating Rules and Regulations, and all those purposes as set forth in the Governing Documents. The Association shall make no profit and shall not distribute income to its members, directors, or officers.

3.2 General Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida that are not in conflict with the terms of these Articles, the Covenants, or the Bylaws, including those powers under and pursuant to the Florida Not For Profit Corporation Act and the Homeowners' Association Act. In the event of any conflict between the provisions of the Florida Not For Profit Corporation Act and the Homeowners' Association Act, the provisions of the Homeowners Association Act shall apply. In the event of any conflict between these Articles and the Bylaws, these Articles shall control; and in the event of

any conflict between these Articles and the Protective Covenants, the Protective Covenants shall control.

3.3 Enumerated Powers. The powers of the Association shall also include, without limitation, the following:

(a) To make, levy, and collect Assessments, and all other fees, dues, deposits, and charges, authorized by the Governing Documents, as may be necessary to carry on the purposes and functions of the Association, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To contract persons, partnerships, or corporations, to provide recreational facilities, or other items or services for its members' comfort, wellbeing, or pleasure.

(c) To pay any amounts due under lease, sewerage agreement, or other contracts to which the Association is a party and has such obligation for payment.

(d) To take any and all actions allowed by law necessary to protect the interests of the Association and the mutual interests of the Owners, including, without limitation, the filing and/or foreclosure of liens for Assessments in a similar manner as the foreclosure of a first mortgage on any Lot subject to a lien, the prosecuting or defending lawsuits in the name of the Association on behalf of the Association and its membership.

(e) To acquire property, real, personal, or otherwise, by grant, gift, purchase, devise, or bequest, and to hold, lease, sell, dispose, mortgage, encumber, insure, operate, maintain, repair, replace, alter, or improve such property as the Association shall require for the benefit of the members.

(f) To make, amend, rescind, and enforce Rules and Regulations as may be reasonably necessary governing the use of the Property and the personal conduct of Owners, their family members, tenants, guests, and invitees with respect thereto .

(g) To hire attorneys, accountants, engineers, and other professionals as the need arises and the interest of the Association warrants and to employ and dismiss personnel to perform the services required for the proper operation of the Property and the Association in the performance of its duties.

(h) To contract for management of the Association and to delegate in such contract all or any part of the delegable powers and duties of the Association.

(i) To enforce the Governing Documents, including, without limitation, to suspend the voting rights of members and to suspend the right to use the Common Areas in the manner set forth in the Covenants.

(j) To exercise all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the Governing Documents.

3.4 Exercise of Powers. The Board shall exercise all of the powers of the Association. Such powers shall be exercised exclusively by the Board subject only to approval by Owners when expressly and specifically required.

ARTICLES IV QUALIFICATION OF MEMBERS

4.1 Members. The membership shall consist of all Owners. No person or entity holding an interest of any type or nature whatsoever in a Lot only as security for the performance of an obligation shall be a member of the Association. Membership in the Association cannot be separated from ownership of a Lot. The share of the member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Lot. In the event any Lot is transferred, the membership in the Association shall automatically vest in the new record title Owner, and the previous title owner shall automatically be divested of any membership in the Association upon transfer of the Lot. Each Owner, upon obtaining title to a Lot, shall notify the Association, in writing, of same and shall disclose such Owner's name and mailing address (if different from the Lot).

4.2 Voting Rights. There shall only be one (1) vote for each Lot. If a Lot is owned by more than one (1) Owner, then the collective Owners have one (1) vote. Such vote shall be exercised in the manner set forth in the Bylaws.

4.3 General Matters. When reference is made in the Governing Documents to a majority or specific percentage of the members or Owners, such reference shall be deemed to be reference to a majority or specific percentage of the votes of eligible members and Owners and not of the members and Owners themselves.

ARTICLE V TERM OF EXISTENCE

The Association shall have perpetual existence. In the event of dissolution, the assets of the Association shall be dedicated to a public body or conveyed to a not for profit organization with similar purposes.

ARTICLE VI INITIAL SUBSCRIBER

The name and address of the initial subscriber to the original Articles of Incorporation of the Association is as follows:

Gerald C. Wollan
8549 Irwin Road, #123
Bloomington, Minnesota 55437

ARTICLE VII OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer, and such other officers as the Board may, from time to time, designate, in the Board's sole discretion. All officers must be members of the Association. The President and the Vice-President shall be members of the Board. Any two (2) or more offices may be held by the same person, except the President shall not hold any other office. The officers shall be elected in the manner set forth in the Bylaws and shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

PRESIDENT	Jeanne Dunn	P.O. Box 2431 Palm City, FL 34491
VICE-PRESIDENT	Sean McCarthy	P.O. Box 2431 Palm City, FL 34491
SECRETARY	Michelle Katzman	P.O. Box 2431 Palm City, FL 34491
TREASURER	Joe Paskoski	P.O. Box 2431 Palm City, FL 34491

ARTICLE VIII DIRECTORS

The affairs of the Association are managed by the Board consisting of a number of directors to be determined by the Bylaws. All directors must be members of the Association and must comply with any and all additional eligibility requirements set forth in the Homeowners' Association Act. All directors shall serve a staggered term of two (2) years and until their successors are duly elected and qualified. If the number of directors has increased or decreased, the increase or decrease will, as nearly as practicable, be divided so that the number of directors on the staggered terms are equal. The manner of election to the Board, the filling of vacancies on the Board, and other provisions regarding the Board shall be established by the Bylaws.

ARTICLE IX INDEMNIFICATION

Every director, officer, and member of any duly authorized committee of the Association shall be indemnified by the Association against all expenses and liabilities

including Legal Fees, reasonably incurred by or imposed upon him/her in connection with any proceedings or any settlement of any proceedings to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director, officer, or committee member of the Association, whether or not he/she is a director, officer, or committee member at the time such expenses are incurred, except when the director, officer, or committee member is adjudged guilty of willful malfeasance in the performance of his/her duties. In the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other right to which such director, officer, or committee member may be entitled. The Association may purchase such insurance policies, as the Board shall deem appropriate to provide such indemnification.

ARTICLE X BYLAWS

The Bylaws may be amended, altered, or rescinded in the manner set forth in the Bylaws; provided, however, that at no time shall the Bylaws conflict with these Articles or the Covenants. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

ARTICLE XI AMENDMENTS

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

11.2 Approval. A proposed amendment must be approved by not less than fifty-five percent (55%) of the total voting interests of the members. The approval of the members may be obtained by taking a vote at a meeting of the members or by written consent in lieu of a meeting in accordance with the Florida Not For Profit Corporation Act.

11.1 Limitation. No amendment shall make any changes in the qualification for members or the voting rights of members without approval, in writing, by all members. No amendment to these Articles shall conflict with the terms of the Covenants. Any attempt to amend contrary to this prohibition shall be of no force or effect.

11.2 Recording and Filing. A copy of each amendment adopted pursuant to this Article XI shall be recorded in the Official Records of the County and filed with the Secretary of State pursuant to the provisions of applicable Florida law.

11.3 Notice of Amendment. Within thirty (30) days after recording an amendment to these Articles, the Association shall mail, deliver, or electronically transmit a copy of the amendment to the members. However, if a copy of the proposed amendment is provided to the members before they vote on the amendment, and the amendment is not

changed before the vote, the Association, in lieu of providing a copy of the amendment, may provide notice to the members that the amendment was adopted, identifying the Official Records Book and Page number of the recorded amendment, and that a copy of the amendment is available at no charge to the members upon written request to the Association. Notwithstanding the foregoing, the failure to timely provide notice of the recording of the amendment does not affect the validity or enforceability of the amendment.

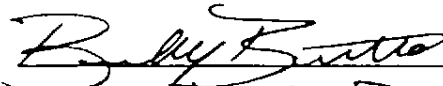
**ARTICLE XII
REGISTERED AGENT**

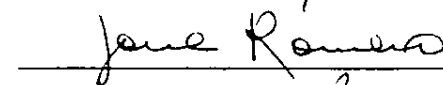
The name and address of the registered agent of the Association who shall serve until his/her successor is properly appointed by the Board shall be Kaye Bender Rembaum, P.L., 1200 Park Central Boulevard, South, Pompano Beach, Florida 33064. The Association shall have the right to designate subsequent registered agents without amending these Articles.

IN WITNESS WHEREOF, these Articles were executed at Martin County, Florida as of the date set forth below:

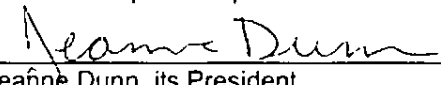
Signed, sealed, and delivered
in the presence of:

ASSOCIATION


 Print Name: Bradley Burnette


 Print Name: JANE ROMERO

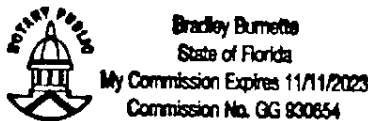
LAKE GROVE PROPERTY OWNERS' ASSOCIATION, INC.,
 a Florida not for profit corporation


By: 
 Jeanne Dunn, its President

Date: 12/20/22

STATE OF FLORIDA)
) ss:
 COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me by means of physical appearance or online notarization, this 20th day of December, 2022, by Jeanne Dunn, as President of Lake Grove Property Owners' Association, Inc., who is personally known to me or produced Florida driver's license as identification and did not take an oath.




 Notary Public, State of Florida
Bradley Burnette
 Print Name

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated not for profit corporation at the place designated in these Amended and Restated Articles of Incorporation of Lake Grove Property Owners' Association, Inc., the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 30th day of December, 2022.

KAYE BENDER REMBAUM, P.L.

By: 

Jeffrey Rembaum, Member
(Registered Agent)