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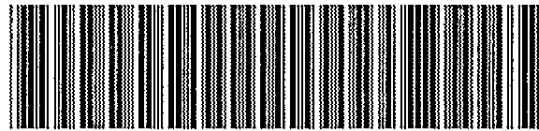
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Amended & Restated

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TALLAHASSEE, FLORIDA

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1st board of directors &
officers are*

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~~Arts~~ Amendments

1. Spring Lake Towers Management, Inc.
(CORPORATE NAME & DOCUMENT #)

2. _____
(CORPORATE NAME & DOCUMENT #)

3. _____
(CORPORATE NAME & DOCUMENT #)

4. _____
(CORPORATE NAME & DOCUMENT #)

5. _____
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION OF
SPRING LAKE TOWERS MANAGEMENT, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned officers of SPRING LAKE TOWERS MANAGEMENT, INC. (hereinafter referred to as the "Corporation") hereby certify as follows:

First

A true and correct copy of the full text of the Amended and Restated Articles of Incorporation are attached hereto.

Second

The restatement contains an amendment to the articles requiring Member approval.

Third

The amended and restated articles of incorporation were approved at the meeting of the Members held on December 11, 2002, and the number of votes cast by the Members in favor of the amended and restated articles of incorporation were sufficient for approval.

IN WITNESS WHEREOF, we the undersigned President and Secretary of the Corporation have made and signed these Articles of Amendment and Restatement of the Articles of Incorporation this 11 day of December, 2002.

SPRING LAKE TOWERS MANAGEMENT, INC.

BY: Boyer Clauson

Boyer Clauson, President

BY: Faye Blake

Faye Blake, Secretary

STATE OF FLORIDA
COUNTY OF POLK

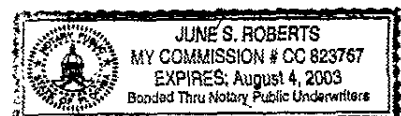
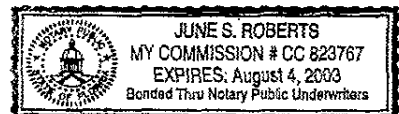
The foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION was acknowledged before me this 11 day of December, 2002, by Boyer Clauson, President, of SPRING LAKE TOWERS MANAGEMENT, INC., on behalf of said corporation, who is personally known to me or who has produced _____ as identification.

June S. Roberts
Notary Public - State of Florida

STATE OF FLORIDA
COUNTY OF POLK

The foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION was acknowledged before me this 11 day of December, 2002, by Faye Blake, Secretary, of SPRING LAKE TOWERS MANAGEMENT, INC., on behalf of said corporation, who is personally known to me or who has produced _____ as identification.

June S. Roberts
Notary Public - State of Florida



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPRING LAKE TOWERS MANAGEMENT, INC.
(Non-Profit Corporation)

ARTICLE I

Name and Location

Section 1. The name of this corporation shall be SPRING LAKE TOWERS MANAGEMENT, INC., and the principal office shall be in Polk County, Florida. The address of the corporation is 700 Mirror Terrace N.W., Winter Haven, Florida 33881.

ARTICLE II

Purposes

Section 1. The purposes for which this corporation is formed are as follows:

A. To perform all of the acts and duties as are normally performed by an apartment complex manager, as to the property included in the Declaration of Restrictions, Reservations, Covenants, Conditions and Easements covering Spring Lake Towers, a Condominium, Polk County, Florida, and such acts and duties shall include, but are not limited to, the following:

(1) To establish and collect assessments from the members for the purpose of operating, maintaining, repairing, improving, and administering said property and each member's interest in that property, and to collect and enforce liens for such assessments, by suit if necessary.

(2) To provide from the proceeds of the assessments for the operation, administration, maintenance, repair, improvement, replacement, insurance and utilities for said property and to purchase and maintain such personal property as provided in the Bylaws.

B. To carry out the obligations and duties required of the corporation and accept the benefits and privileges conferred upon it by the Declaration of Restrictions, Reservations, Covenants, Conditions and Easements – Spring Lake Towers, a Condominium, and to receive the rights given the Corporation by that Declaration or by separate conveyance.

C. To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law.

Section 2. No part of the income of this corporation shall be distributed to its members, directors or officers. Nothing herein shall preclude the compensation of the manager of Spring Lake Towers, a Condominium, by Spring Lake Towers Management, Inc.

Section 3. The corporation shall have a lien on all family units to guarantee performance for the payment of all charges and the performance of all covenants under the terms and conditions of these Articles of Incorporation and the Bylaws.

ARTICLE III

Qualification of Members and Manner of Their Admission

Section 1. All persons owning a vested present interest, evidenced by the recordation of a proper instrument in the public records of Polk County, Florida, in the fee title to any one of the units shown on the plot plans attached as exhibits to the Declaration of Restrictions,

Reservations, Covenants, Conditions and Easements – Spring Lake Towers, a Condominium, Polk County, Florida, shall automatically be members and their memberships shall automatically terminate when they no longer own such interest.

Section 2. Owners of each unit shall collectively be entitled to One (1) vote, except where a condominium unit is owned by the managing corporation, no vote shall be allocated for such condominium unit.

Section 3. There shall not be more than seventy-nine (79) Voting Members at any one time and each may cast one vote.

ARTICLE IV

Term of Existence

Section 1. This corporation shall have perpetual existence.

ARTICLE V

Names and Residences of Subscribers

Section 1. The names and residences of the subscribers are as follows:

<u>Name</u>	<u>Residence</u>
Charles T. Tyus	3040 Aloma Avenue Winter Park, Florida
William K. Tyus	3526 Shirley Drive Apopka, Florida
June K. Wilson	Nobel Street Longwood, Florida

ARTICLE VI

Management and Time of Election

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of seven (7) members.

Section 2. Directors shall be elected by the Voting Members in accordance with the Bylaws at the regular annual meeting of the membership of the corporation to be held in January of each year at such time and on such date as determined by the Board of Directors. Directors shall be elected to serve for staggered terms of two (2) years. In the event of a vacancy, the elected Directors may appoint an additional director to serve the balance of said year.

Section 3. At the conclusion of each annual meeting, a meeting of the Board of Directors shall be convened which shall have as one of its purposes the election of officers. All officers shall be elected by the Board of Directors in accordance with the Bylaws. The Board of Directors shall elect from among the Directors a President, Vice President, Secretary, and Treasurer and such other officers as it shall deem desirable.

ARTICLE VII

Names of Officers

Section 1. The names of the officers who shall serve until the first election are as follows:

<u>Office</u>	<u>Name</u>	<u>Residence</u>
President	Charles T. Tyus	3040 Aloma Avenue Winter Park, Florida
Vice President	William K. Tyus	3526 Shirley Drive Apopka, Florida
Secretary-Treasurer	June K. Wilson	Nobel Street Longwood, Florida

ARTICLE VIII

Board of Directors

Section 1. The following three (3) persons shall constitute the first Board of Directors. Said first Board of Directors may appoint three (3) successors to serve as an interim Board of Directors until the first election of the Board of Directors at the first regular annual meeting of the members.

Name

Charles T. Tyus
William K. Tyus
June K. Wilson

Residence

3040 Aloma Avenue Winter Park, Florida
3526 Shirley Drive Apopka, Florida
Nobel Street Longwood, Florida

ARTICLE IX

Bylaws

Section 1. The Bylaws of this corporation may be made, altered, amended, or rescinded by recording such modification in the public records of Polk County, Florida, signed by all the owners of fifty-three (53) or more units.

ARTICLE X

Amendment of Articles of Incorporation

Section 1. Any ten (10) members of the corporation may propose amendments to the Articles of Incorporation, provided, however, that an affirmative vote of fifty-three (53) or more of the qualified Voting Members of the corporation shall be necessary to adopt such proposed amendments.