

746494

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

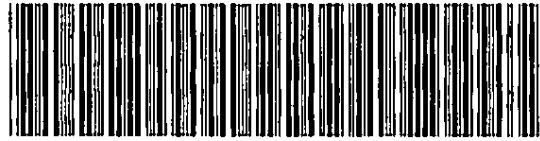
Special Instructions to Filing Officer:

Q. SILAS

APR 28 2022

M/18/22

Office Use Only



600382670216

03/10/22--01008--015 **35.00

7027 APR 18 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FL
FILED



RECEIVED

FLORIDA DEPARTMENT OF STATE
Division of Corporations

2022 APR 18 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FL

March 23, 2022

WATERBRIDGE COMMUNITY ASSOCIATION, INC.
PO BOX 1586
WINTER PARK, FL 32790

SUBJECT: WATERBRIDGE COMMUNITY ASSOCIATION, INC.
Ref. Number: 746494

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

Letter Number: 622A00006872

Robyn Marie Severs, Esq.
Shareholder
Board Certified Specialist, Condominium and
Planned Development Law
Phone: 407.875.0955 Fax: 407.999.2209
Phone: 904.423.5372 (St. Johns County)
rsevers@beckerlawyers.com

Becker

Becker & Poliakoff
111 N. Orange Avenue
Suite 1400
Orlando, FL 32801

April 14, 2022

Via U.S. Mail

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

Re: **Articles of Amendment to Articles of Incorporation
Waterbridge Community Association, Inc.
Document/Reference Number: 746494**

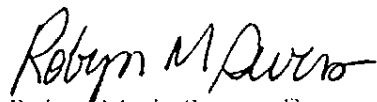
Dear Sir/Madam:

Pursuant to your correspondence dated March 23, 2022 (copy enclosed), enclosed please find the original and one copy of the corrected Second Amended and Restated Articles of Incorporation for filing.

Please file and return the filed copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



Robyn Marie Severs, Esq.
For the Firm

RMS/lv
Enclosures

FILED

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WATERBRIDGE COMMUNITY ASSOCIATION, INC.
A NON PROFIT CORPORATION

APR 18 2: 30
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE I
NAME AND ADDRESS

The name of this corporation is WATERBRIDGE COMMUNITY ASSOCIATION, INC., a Florida non profit corporation. The principal address of the Corporation is

Waterbridge Community Association, Inc
1814 Jill Ct
Winter Park, Florida 32789

ARTICLE II
PURPOSES AND POWERS

The words used in these Amended and Restated Articles shall be given their normal, commonly understood definitions. Capitalized terms shall have the same meaning as set forth in the Amended and Restated Declaration, as the same may be amended from time to time, unless the context indicates otherwise. The Waterbridge Community Association, Inc. (the "Association") does not contemplate pecuniary gain or profit, direct or indirect, to its members. The Association has 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 provisions of the Declaration, these Articles, or of Chapter 720, Florida Statutes (Homeowners' Association Act). The purposes for which it is formed are:

To promote the health, safety, and welfare of the residents living within the boundaries of the real property ("The Property") described as Waterbridge according to the Plat thereof as recorded in Plat Book 8, Pages 27 and 28, Public Records of Orange County, Florida and for this purpose to:

- A. Own, acquire, build, operate and maintain the Recreational Property and Common Property, including buildings, structures, personal properties incident thereto (hereinafter referred to "the common properties and facilities") described in the Amended and Restated Declaration;
- B. Fix and collect assessments (or charges) to be levied against the Property;
- C. Enforce by legal means the provisions of the Homeowners' Association Act, other applicable laws, the Amended and Restated Declaration and agreements applicable to the Property;
- D. Pay taxes, if any, on the common properties and facilities;
- E. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Property; and
- F. Perform all acts and exercise all powers that are granted to corporations not for profit under the laws of the State of Florida.

ARTICLE III
MEMBERSHIP

Every person or entity who is a record owner of a fee simple or undivided fee simple in any Lot located on The Property, and all of which is subject to the Amended and Restated Declaration and to assessments by the Association, shall be a Member of the Association; provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

ARTICLE IV
VOTING RIGHTS

The Association shall have one class of voting membership: a Member is every person or entity who is a record owner of a fee simple or undivided fee simple in any Lot, which is subject by the Amended and Restated Declaration to assessments by the Association. Members shall be entitled to one vote for each Lot; but in no event shall more than one vote be cast with respect to any such Lot.

Every Owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot, and such membership shall be terminated without the necessity of any formal action upon the recording of a valid instrument terminating or transferring the vested, present interest of the Owner.

ARTICLE V
BOARD OF DIRECTORS; SELECTION; TERMS OF OFFICE

The affairs of the Association shall be managed by a Board of Directors which shall number not less than three (3) or more than nine (9) as provided in the Amended and Restated By-Laws. The Members at each annual meeting shall elect the Directors as provided in the Amended and Restated By-Laws.

All of the duties and powers of the Association existing under the Amended and Restated Declaration, these Amended and Restated Articles, the Amended and Restated By-Laws and Florida law shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by the Members when such approval is specifically required.

ARTICLE VI
MERGERS AND CONSOLIDATION

Subject to the provisions of the recorded Amended and Restated Declaration, and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of a majority of the votes of all of the members who are voting 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 VII
MORTGAGES; OTHER INDEBTEDNESS

The Association shall have power to mortgage its properties, to make contracts and incur liabilities, and to borrow money at such rates of interest as the Board may determine and secure any of its obligations by mortgage and pledge of its property, Assessments and Special Assessments, income or rights.

ARTICLE VIII
QUORUM FOR ANY ACTIONS GOVERNED BY ARTICLES VI OF THESE ARTICLES

The quorum required for any action governed by Articles VI of this Amended and Restated Articles shall be as follows:

At the first meeting duly called as provided therein, the presence of Members entitled to cast seventy percent (70%) of all of the votes of the entire membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in said Articles, one-half of the required quorum at the preceding meeting (*i.e.* 35% of all of the votes of the entire membership), provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE IX
DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties only as authorized under the recorded Amended and Restated Declaration.

ARTICLE X
DURATION

The Association shall exist perpetually.

ARTICLE XI
DISSOLUTION

The Association may be dissolved only with the assent given in writing and signed by the Members entitled to cast a majority vote of the entire membership. Written notices of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets which shall be consonant with Article XII hereof shall be mailed to every Member at least ninety (90) days in advance of any action taken.

ARTICLE XII
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of corporate properties shall be effective to divest or diminish any right or title of any Member vested in him or her under the recorded Amended and Restated Declaration and deeds applicable to The Property unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIII
AMENDMENTS

These Amended and Restated Articles may be amended by a majority vote of the Board of Directors; provided that no amendment shall be effective to impair or dilute any rights of Members that are governed by the Amended and Restated Declaration (as, for example, membership and voting rights) which are part of the property interests created thereby.

ARTICLE XIV
THE INCORPORATORS

The name and address of each Incorporator is:

<u>Name</u>	<u>Address</u>
Virginia T. Jensen	Suite 433 First Federal Building 109 E. Church Street Orlando, Florida 32801
Ernest R. Drosdick	Suite 433 First Federal Building 109 E. Church Street Orlando, Florida 32801
Nicholas A. Pope	Suite 433 First Federal Building 109 E. Church Street Orlando, Florida 32801

ARTICLE XV
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is Suite 433, First Federal Building 109 E. Church Street, Orlando, Florida 32801 and the name of its initial registered agent is Ernest R. Drosdick.

ARTICLE XVI
INDEMNIFICATION

A. Indemnity. The Association shall indemnify any Director, Officer, employee, agent or committee member who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, lawsuit, arbitration, or other proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, agent or committee member of the Association, against expenses including attorney's fees, presuit attorney's fees, and appellate attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, arbitration, or other proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the , and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, arbitration, or other proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that he or she reasonably believed to be not in, or opposed to, the best interest of the, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

B. Advances. Expenses, including but not limited to attorney's fees and costs, incurred in defending a civil or criminal action, lawsuit, arbitration, or other proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, arbitration or proceeding on behalf of the affected Director, Officer, employee, agent or committee member. Such Director, Officer, employee, agent or committee member shall not be required to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as provided in Article XVI (A), above.

C. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee, agent or committee member and shall inure to the benefit of the heirs and personal representatives of that person.

D. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, agent, or committee member of the Association, or is or was serving, at the request of the Association, as a Director, Officer, employee, agent or committee member of another corporation, partnership, joint venture,

trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

E. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XVI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

These Second Amended and Restated Articles of Incorporation was duly and properly amended by the affirmative vote of a majority of the Board of Directors on November 17, 2021.

Signed and delivered in the presence of:

WATERBRIDGE COMMUNITY ASSOCIATION, INC.

Nolan J. Abramson

By: Art Freeman

Signature of Witness

Art Freeman, President

Print Name: NOLAN J. ABRAMSON

Rodny R. Dopico

Signature of Witness

Print Name: Rodny R. Dopico

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by means of physical presence or online notarization this 22nd day of February 2022, by Art Freeman as President of Waterbridge Community Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) Florida Drivers License as identification.

Rodny R. Dopico

Notary Public

Rodny R. Dopico
Printed Name



Rodny R. Dopico
State of Florida
My Commission Expires 12/09/2023
Commission No. GG 938256

My commission expires: 12/09/2023