

760629

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2021 MAR -2 A 9 40

Amended
&
Resented

MAR 03 2021

CAPITAL CONNECTION, INC.

7 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
904 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

TERFORD AT BLUE LAGOON

PROPERTY OWNERS ASSOCIATION INC

Signature

Requested by: SETH

e

Date

Time

Out-In Will Pick Up

Art of Inc. File
LTD Partnership File
Foreign Corp. File
L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
☒ Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
☒ Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier



FLORIDA DEPARTMENT OF STATE
Division of Corporations

21 MAR -2 PM 1:41

February 26, 2021

CAPITAL CONNECTION, INC.

SUBJECT: WATERFORD AT BLUE LAGOON PROPERTY OWNERS
ASSOCIATION, INC.
Ref. Number: 760629

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

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.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 421A00004307

CAPITAL CONNECTION, INC.

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TERFORD AT BLUE LAGOON...

Signature

Requested by: SETH

ie

Date

Time

Work-In

Will Pick Up

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

JEFFREY REMBAUM, ESQUIRE
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

FILED
2021 MAR -2 A 9 40
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR THE
SEVENTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

CERTIFICATE OF FILING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WATERFORD AT BLUE LAGOON PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, Waterford at Blue Lagoon Property Owners Association, Inc. (the "Association") is a Florida not-for-profit corporation formed pursuant to the Articles of Incorporation filed November 3, 1981, Document Number 760629 (the "Articles"); and

WHEREAS, pursuant to Article XI of the Articles of Incorporation of the Association, the Articles may be amended by the affirmative vote of a majority of the total voting power of the Voting Members of the Association present at a lawfully constituted meeting of the Association; and

WHEREAS, on October 7, 2020, the affirmative vote of a majority of the total voting power of the Voting Members of the Association obtained by written consent in lieu of a meeting of the members of the Association, the Amended and Restated Articles of Incorporation of Waterford at Blue Lagoon Property Owners Association, Inc., attached as Exhibit "A" were approved in accordance with Article XI of the Articles.

NOW, THEREFORE, the undersigned hereby certify that the following Amended and Restated Articles is a true and correct copy of the Amended and Restated Articles approved by the Board and the membership at the above-referenced meeting of the Board and meeting of the membership and that the number of votes cast for adoption of the Amended and Restated Articles was sufficient for approval.

SEE ATTACHED EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WATERFORD AT BLUE LAGOON PROPERTY OWNERS ASSOCIATION, INC.

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

Signed, Sealed and Delivered

in the presence of:



Print Name: Christian Gossin



Print Name: Tracy STUART

WATERFORD AT BLUE LAGOON PROPERTY OWNERS ASSOCIATION, INC.,

a Florida not for profit corporation

By: 

Its: Board Member

Print Name: Edgar Hidalgo

Date: 2-23-21

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or ☐ online notarization, this 23rd day of February, 2021, by Edgar Hidalgo, as Board Member of Waterford at Blue Lagoon Property Owners Association, Inc., a Florida not-for-profit corporation, who ☒ is personally known to me or ☐ produced _____ as identification, and did take an oath.



DANIELA CABALLERO
Commission # HH 050720
Expires October 5, 2024
Bonded thru Budget Notary Services


Notary Public, State of Florida

Daniela Caballero
Print Name of Notary Public

My Commission Expires: 10/5/2024

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
WATERFORD AT BLUE LAGOON PROPERTY OWNERS ASSOCIATION, INC.

FILED
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These Amended and Restated Articles of Incorporation of Waterford at Blue Lagoon Property Owners Association, Inc., as amended from time to time (these "Articles"), shall replace the Articles of Incorporation of Waterford at Blue Lagoon Property Owners Association, Inc., filed with the Florida Department of State, Division of Corporations on November 3, 1981, Document Number 760629, as such Articles of Incorporation of Waterford at Blue Lagoon Property Owners Association, Inc. are restated and amended in their entirety herein, and shall replace the Articles of Incorporation of Waterford at Blue Lagoon East Property Owners Association, Inc., filed with the Florida Department of State, Division of Corporations on June 15, 1998, Document Number N98000003460, as a result of merger effectuated pursuant to the Plan of Merger filed on January 4, 2021.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is WATERFORD AT BLUE LAGOON PROPERTY OWNERS ASSOCIATION, INC. (the "Association"), formed as a not for profit corporation under Chapter 617, Florida Statutes. The principal address and mailing address of the Association shall be 703 Waterford Way, Suite 350, Miami, Florida 33126, or at such other principal address or mailing address as may from time to time be designated by the Association's Board of Directors (the "Board").

ARTICLE II
DEFINITIONS

All initially capitalized terms used herein which are defined in the Declaration of Covenants, Conditions, Restrictions and Limitations of the Blue Lagoon Corporate Center, recorded in the Official Records of Miami-Dade County, Florida in Official Records Book 11254, Page 579, as amended from time to time (the "Waterford Declaration"), and the Declaration of Covenants, Conditions, Restrictions and Limitations of Waterford at Blue Lagoon East, recorded in the Official Records of Miami-Dade County, Florida in Official Records Book 18146, Page 213, as amended from time to time (the "East Declaration"), shall have the same meanings as set out in the Waterford Declaration and the East Declaration.

ARTICLE III
PURPOSES

The purposes, powers, duties, and obligations of the Association are set forth with specificity in the Waterford Declaration and the East Declaration. Without limitation, the general purposes and powers of the Association are as follows:

A. To promote the interests and welfare of the Owners.

B. To assure high quality standards for the development and continued enjoyment of the commercial park, and to provide for the maintenance, preservation, enhancement, and administration of the commercial park and the improvements thereon.

C. To develop, maintain, manage, and control the Common Areas of the commercial park, including the lighting, landscaping, security, and other improvements thereon, pursuant to the terms and conditions of the Waterford Declaration and the East Declaration.

D. To control the specifications, architecture, design, appearance, elevation, and location of all buildings and improvements of any type, including, without limitation, walls, fences, sewers, drains, disposal systems, landscaping, and other structures constructed, placed, or permitted to remain within the commercial park, as well as any alterations, improvements, additions, or changes thereto.

E. To provide or provide for all services, including, without limitation, security, landscaping, and general maintenance of the commercial park in accordance with the obligations of the Association set forth in the Waterford Declaration and the East Declaration.

F. To perform all of the functions of the Association contemplated in the Waterford Declaration and the East Declaration.

ARTICLE IV POWERS

4.1 General Powers. The Association shall have and exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Waterford Declaration, the East Declaration, these Articles, and the Amended and Restated Bylaws of Waterford at Blue Lagoon Property Owners Association, Inc., as amended from time to time (the "Bylaws"). 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 Waterford Declaration and the East Declaration, the Waterford Declaration and the East Declaration shall control. The Association shall also have all of the common law and statutory powers of a not for profit corporation under the laws of Florida that are not in conflict with the provisions of the Waterford Declaration, the East Declaration, these Articles, and the Bylaws, including those powers under and pursuant to and Chapter 617, Florida Statutes.

4.2 Enumeration. The Association shall also have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

A. To hold funds solely and exclusively for the benefit of the Owners for the purposes set forth in these Articles and in the Waterford Declaration and the East Declaration.

B. To promulgate, amend, and rescind reasonable rules and regulations to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To enter into, make, perform, and carry out contracts, agreement, and covenants of every kind with any person, firm, corporation, association, or other entity, and to employ and dismiss personnel to perform the services required for proper operation of the commercial park and the Association.

E. To fix and collect assessments to be levied against the Lots in accordance with the Waterford Declaration and the East Declaration to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures.

F. To pay taxes and other charges, if any, on or against those portions of the commercial park owned or accepted by the Association.

G. To borrow money on behalf of the Association, execute promissory notes and other evidences of indebtedness, and give as security therefor mortgages and security interests in assessments and/or property owned by the Association in accordance with the Waterford Declaration and the East Declaration.

H. To purchase insurance upon those portions of the commercial park which are insurable by the Association in accordance with the Waterford Declaration and the East Declaration, and to purchase insurance for the protection of the Association, and its directors and officers, and such other parties as the Association may determine in the best interest of the Association.

I. To enforce the provisions of the Waterford Declaration, the East Declaration, these Articles, the Bylaws, the rules and regulations of the Association, and Chapter 617, Florida Statutes.

J. To do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes of the Association and to do any and all things which are incidental to or in furtherance of purposes and powers of the Association.

ARTICLE V
MEMBERS AND VOTING RIGHTS

5.1 Qualifications. The members of the Association shall consist of every person or entity who is a record Owner of a fee or undivided fee interest in any Lot, and such membership shall be mandatory. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performances of an obligation. Membership shall be appurtenant to and may not be separated from title to any Lot.

5.2 Voting Rights. The Association shall have one class of voting membership. Each Voting Member shall be entitled to cast unanimously one vote per each hundredth of an acre contained in the Lot or Lots for which he/she acts as Voting Member. When a Lot is owned by more than one person, all Owners of said Lot shall designate a person to act as a Voting Member, and the votes for such Lot shall be cast unanimously by the Voting Member. When title to a Lot is in a corporation, partnership, association, trust, or other entity, such entity shall designate one individual to act as its Voting Member and supply appropriate evidence therefor to the Board prior to the acceptance of any votes attributable to such Lot.

5.3 Condominium Membership and Voting Rights. If any Lot is submitted to condominium ownership, the owners of condominium units within said condominium shall be considered Owners and shall be members of the Association. However, the condominium association responsible for the management and operation of said condominium shall control the votes attributed to such Lot. Unless the declaration of condominium provides another method of selecting its Voting Member, the board of directors of the condominium association shall designate an individual to act as the Voting Member. The condominium association shall supply appropriate evidence of the designation of the Voting Member to the Board prior to any votes attributable to such Lot being accepted.

5.4 General Matters. Reference to a majority or specific percentage of Owners, Voting Members, or of the members of the Association shall be deemed to be reference to a majority or specific percentage of the voting interest of the Owners and not of the Owners, Voting Members, or members of the Association themselves.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board consisting of not less than three (3) nor more than nine (9) members who shall hold office until the election of their successor or successors. The number of directors may be changed in accordance with the Bylaws. The qualifications and the term of directors of the Association, as well as the method of electing directors and filling vacancies on the Board shall be as provided in the Bylaws. All of the duties and powers of the Association shall be exercised exclusively by the Board, its agents, contractors, or employees, subject only to approval by the Owners when it is specifically required.

ARTICLE VII OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President/Vice-President and Secretary/Assistant Secretary. The qualifications and the term of the officers of the Association shall be as set forth in the Bylaws.

ARTICLE VIII TERM OF EXISTENCE

The Association shall have perpetual existence, unless sooner dissolved in accordance with the provisions of the Waterford Declaration and the East Declaration or the laws of the State of Florida.

ARTICLE IX BYLAWS

The Bylaws may be altered, amended, modified, or repealed in the manner provided for in the Bylaws.

ARTICLE X AMENDMENTS

These Articles may be amended by the assent of a majority of the total voting interests of the Voting Members present at a lawfully constituted meeting of the Association. The approval of a proposed amendment may be obtained by written consent in lieu of a membership meeting pursuant to the relevant provisions of Chapter 617, Florida Statutes, as amended from time to time. The amendment shall be effective when a certificate, executed with the formalities of a deed, certifying that the amendment was duly adopted as an amendment of these Articles, and copy of the amendment are filed with the Office of the Secretary of State.

ARTICLE XI INDEMNIFICATION

The Association shall indemnify any and all of its directors, officers, employees, or agents, or former directors, officers, employees, or agents to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements, and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and any appeals thereof, to which any such person or his/her legal representative may be made a party, or may be threatened to be made a party, by reason of his/her being or having been an officer, director, employee, or agent

as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any director, officer, employee, or agent may be entitled as a matter of law or which he/she may be lawfully granted.

ARTICLE XII
INITIAL SUBSCRIBERS

The names and addresses of the initial subscribers of the Association are as follows:

<u>Name</u>	<u>Address</u>
James V. Boyett, Jr.	Suite 2990 One Biscayne Tower Miami, Florida 33131
James L. Boyett	Suite 2990 One Biscayne Tower Miami, Florida 33131
Owen S. Freed	Suite 2800 One Biscayne Tower Miami, Florida 33131

ARTICLE XIII
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 Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The Association shall have the right to designate subsequent registered agents without amending these Articles.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Waterford at Blue Lagoon Property Owners Association, Inc. were executed at Miami-Dade County, Florida this 12th day of November, 2020.

Signed, sealed, and delivered
in the presence of:

ASSOCIATION

WATERFORD AT BLUE LAGOON
PROPERTY OWNERS ASSOCIATION, INC.
a Florida not for profit corporation

[Signature]
Print Name: Edge Hill

By: Charles C. Russo

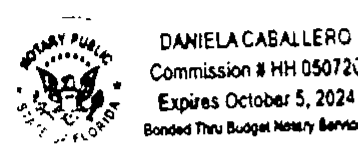
[Signature]
Print Name: Christian Gossin

Its: President

Print Name: Charles C. Russo

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing Amended and Restated Articles of Incorporation of Waterford at Blue Lagoon Property Owners Association, Inc. were acknowledged before me by means of ☐ physical appearance or ☐ online notarization, this 12th day of November, 2020, by Charles Russo, as President for Waterford at Blue Lagoon Property Owners Association, Inc., who ☒ is personally known to me or ☐ produced _____ as identification and did not take an oath.

 DANIELA CABALLERO
Commission # HH 050720
Expires October 5, 2024
Bonded Thru Budget Notary Services

[Signature]
(Notary Public, State of Florida)

Daniela Caballero
Print Name of Notary Public

My Commission Expires: 10/5/2024

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for WATERFORD AT BLUE LAGOON PROPERTY OWNERS ASSOCIATION, INC., a Florida not for profit corporation, at the place designated in these Amended and Restated Articles of Incorporation of Waterford at Blue Lagoon 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 3rd day of November, 2020.

CORPORATION SERVICE COMPANY

By: Maureen DiCarlo

Maureen DiCarlo, Assistant Secretary