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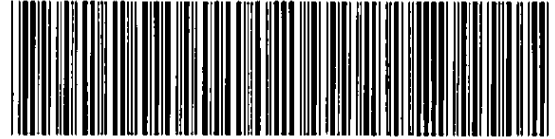
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FILED
2024 MAY 30 AM 11:07
SECRETARY OF STATE

COVER LETTER

TO: Amendment Section
Division of Corporations

Baleares at Waterchase Homeowners Association, Inc

NAME OF CORPORATION: _____
N03000007650

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Jodi Roberts

(Name of Contact Person)

Creative Management

(Firm/ Company)

5510 River Road, Suite 104

(Address)

New Port Richey, Florida 34652

(City/ State and Zip Code)

JRoberts@creative-mgmt.com

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

For further information concerning this matter, please call:

Jodi Roberts

239

324-4909

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Prepared by and Return To:
Aaron J. Silberman, Esq.
Silberman Law, P.A.
1105 W. Swann Avenue
Tampa, Florida 33606
Telephone: (813) 434-1266

FILED
2024 MAY 30 AM 11:07
TAMPA, FLORIDA

**CERTIFICATE OF AMENDMENT REFLECTING THE ADOPTION OF THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF BALEARES AT WATERCHASE HOMEOWNERS ASSOCIATION, INC.
AND THE AMENDED AND RESTATED BYLAWS OF BALEARES AT WATERCHASE HOMEOWNERS
ASSOCIATION, INC.**

This is to certify that the Amended and Restated Articles of Incorporation of Baleares at Waterchase Homeowners Association, Inc. are attached hereto as Exhibit "A" to this Certificate, was duly adopted by the Association membership at the duly noticed membership meeting of the Association on November 8, 2023, in accordance with the requirements of the applicable Florida Statutes and the governing documents. The original Articles of Incorporation of the Baleares at Waterchase Homeowners Association, Inc. were filed with the State of Florida on August 29, 2003 and recorded in Official Record Book 13038, Page 1469, of the Public Records of Hillsborough County, Florida. This also certifies that the Amended and Restated Bylaws of Baleares at Waterchase Homeowners Association, Inc. attached hereto as Exhibit "B" to this Certificate, was duly adopted by the Association membership at the duly noticed members' meeting of the Association on November 8, 2023, in accordance with the requirements of the applicable Florida Statutes and the governing documents. The original Bylaws of Baleares at Waterchase Homeowners Association, Inc. was recorded at Official Records Book 13038, Page 1472, Public Records of Hillsborough County, Florida, and as subsequently amended.

IN WITNESS WHEREOF, BALEARES AT WATERCHASE HOMEOWNERS ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 8th day of November 2023.

BALEARES AT WATERCHASE HOMEOWNERS
ASSOCIATION, INC.

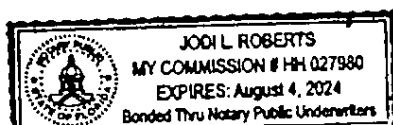
By: Kathy Myers
Kathy Myers, Vice President

Paula B. Kozelka
Signature of Witness #1
Paula B. Kozelka
Printed Name of Witness #1

William J. Harty
Signature of Witness #2
William J. Harty
Printed Name of Witness #2

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of November 2023 by Kathy Myers, by means of physical presence, who is personally known to me, or provided _____ as identification.



Jodi L. Roberts
Notary Public, State of Florida

**ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BALEARES AT WATERCHASE HOMEOWNERS ASSOCIATION, INC.**

These Amended and Restated Articles of Incorporation supersede and replace in their entirety the original Articles, as amended, which were filed with the State of Florida on August 29, 2003, and any amendments thereto.

**ARTICLE I
NAME OF CORPORATION AND MAILING ADDRESS**

The name of this corporation is Baleares at Waterchase Homeowners Association, Inc. hereinafter referred to as Association. The principal office and mailing address of Association is c/o Creative Management, 5510 River Road, Suite 104, New Port Richey, Florida 34652. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II
PURPOSES**

The Association was organized as a corporation not for profit under the terms and provisions of Chapter 617, *Florida Statutes*. The Association has all of the rights, powers and duties and functions of a corporation not-for-profit not in conflict with these Articles, the Homeowner's Association Act and the Association's Governing Documents, as reasonably necessary to administer, govern, and maintain the common areas of the Association and other portions of the property for which it bears maintenance, repair and replacement responsibility, and to fulfill such other duties as the Association has pursuant to the Governing Documents including the Declaration of Covenants, Conditions, and Restrictions of Baleares at Waterchase ("Declaration"), as it was recorded in Hillsborough County's Official Records Book 13038, Page 1457, and as it has been and may be amended from time-to-time. The purposes of this Association shall include, without limitation of the foregoing, the maintenance, preservation and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Association's Governing Documents and applicable Florida law.

**ARTICLE III
POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the Laws of the State of Florida, except as may be limited or otherwise provided by the Association's Governing Documents, and all powers reasonably necessary to implement and effectuate the purposes of the Association. Without limitation, the Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Governing Documents as the same may be amended from time to time as therein provided and to retain a management company and/or property manager to perform on behalf of the Association as its agent;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Governing Documents, and to pay all expenses in connection therewith and

all other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money on behalf of the Association when required in connection with the operation of the Association without a vote of the membership. If any sum borrowed by the Board of Directors on behalf of the Association pursuant to the authority contained in this subparagraph is not repaid by the Association, a Lot Owner who pays to the creditor his or her portion thereof shall be entitled to obtain from the creditor a release of any judgment or other lien which said creditor shall have fled or shall have the right to file against, or which will affect, such Lot Owner's Lot;

(5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by two thirds of the voting interests in the Association;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Association's Governing Documents;

(9) contract for the maintenance and management of the Common Area and to authorize a management company or property manager to assist the Association in carrying out its powers and duties under the Governing Documents;

(10) to adopt such annual budgets as are necessary to carry out the provisions of the Governing Documents;

(11) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes, and Chapter 720, *Florida Statutes*, by law may now or hereafter have or exercise; and

(12) except as limited by the Governing Documents or applicable Florida law, the powers and duties of the Association may be taken through the actions of the Board of Directors without the concurrence or ratification by the Members of the Association.

ARTICLE IV MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

**ARTICLE V
SUBSCRIBER**

The name and address of the subscriber to these Articles was Ronald Mustari, 290 Cocanut Avenue, Sarasota, Florida 34236

**ARTICLE VI
DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors. The qualifications and method of election shall be as set forth in the Bylaws.

**ARTICLE VII
OFFICERS**

The officers designated in the Bylaws shall administer the affairs of the Association.

**ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall indemnify any individual who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that such individual is or was a director or officer of the corporation, or a member of any committee established by the Board, against liability incurred in connection with such proceedings, including any appeal thereof, to the full extent as authorized by law. Said indemnity will include but not be limited to expenses and amounts paid in settlement, expenses of liabilities incurred as a result of such individual serving as a director or officer as hereinabove provided. Indemnification and advancement of expenses as provided herein shall continue as to an individual who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such an individual, and any amendment or changes to this indemnification provision shall be prospective only and as to individuals who shall serve as a director or officer after the effective date of such amendment.

1. However, notwithstanding any other provision of this Article, if the Board of Directors or a court of competent jurisdiction determines that the proceedings against the director or officer who is seeking indemnification either arose out of actions which were outside the scope of the duties or expected activities of such individuals; or arose out of intentional or willful misconduct or self-dealings, or criminal activities; then the Association will be relieved of any obligation to indemnify such individual under this section.
2. Further, notwithstanding any other provisions herein, the advancement of funds, approval of any settlement, and retention of legal counsel for any person being indemnified by the Association will be subject to prior Board approval, and any retention of counsel must be coordinated with the Association due to the potential involvement of insurance counsel.
3. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person 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 the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for Indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

**ARTICLE IX
AMENDMENT TO ARTICLES OF INCORPORATION**

1. These Articles of Incorporation may be altered, amended or repeated in the following manner:
 - a. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting in which proposed amendment is considered.
 - b. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors and shall be adopted if approved by at least 2/3 of the votes of the voting members entitled to vote, and who participate in the voting, in person or by proxy, at a membership meeting where a quorum has been attained. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing of all members of the Association.
 - c. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Hillsborough County, Florida.
 - ~~d. No amendment shall become effective without the written consent of the Developer for so long as the Developer is in control of the Association.~~
 - ~~e. No amendment shall become effective without the written consent of the Master Association.~~

**ARTICLE X
TERM**

The term of the Association shall be perpetual.

**ARTICLE XI
REGISTERED AGENT**

The name and address of the Association's current registered agent is Helen Kelley, c/o Creative Management, 5510 River Road, Suite 104, New Port Richey, Florida 34652. The Board may change the Registered Agent and registered office from time to time as permitted by law.

END OF ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION