

N03 000008055

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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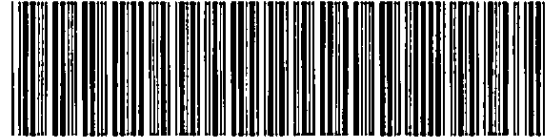
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2022 MAR 28 PM 3:41

SECRETARY OF STATE  
TALLAHASSEE, FL

Amended  
Restated

MAR 29 2022

ALBRITTON

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

Provence Townhomes at Waterchase Homeowners Association, Inc.

NAME OF CORPORATION: \_\_\_\_\_

N03000008055

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)

6014 US Highway 19 N, Suite 100

\_\_\_\_\_  
(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

727-478-4908

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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

2022 MAR 28 PM 4:19

SECRETARY OF STATE  
TALLAHASSEE, FL

February 17, 2022

JODI ROBERTS  
CREATIVE MANAGEMENT  
6014 US HIGHWAY 19 N - STE. 100  
NEW PORT RICHEY, FL 34652

SUBJECT: PROVENCE TOWNHOMES AT WATERCHASE HOMEOWNERS  
ASSOCIATION, INC.  
Ref. Number: N03000008055

We have received your document for PROVENCE TOWNHOMES AT WATERCHASE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers listed.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Irene Albritton  
Regulatory Specialist III

Letter Number: 322A00004016

**CERTIFICATE REGARDING ADOPTION OF AMENDED AND RESTATED DECLARATION OF COVENANTS,  
CONDITIONS AND RESTRICTIONS FOR PROVENCE TOWNHOMES AT WATERCHASE AND THE AMENDED  
AND RESTATED ARTICLES OF INCORPORATION OF PROVENCE TOWNHOMES AT WATERCHASE  
HOMEOWNERS ASSOCIATION, INC.**

This is to certify that the attached Amended and Restated Declaration of Covenants, Conditions and Restrictions for Provence Townhomes at Waterchase and the Amended and Restated Articles of Incorporation for the Provence Townhomes at Waterchase Homeowners Association, Inc. were duly adopted by the Association membership at the duly noticed members' meeting of the Association originally convened on November 22, 2021, and reconvened on January 10, 2022, in accordance with the requirements of the applicable Florida Statutes and the governing documents. The Declaration of Covenants, Conditions and Restrictions for Provence Townhomes at Waterchase was originally recorded in Hillsborough County Official Records Book 13148, Page 1377, and as it has been subsequently amended. The original Articles of Incorporation was filed with the Florida Department of State on September 18, 2003. By recording these amendments, the Association also intends to preserve the Declaration of Covenants, Conditions and Restrictions for Provence Townhomes at Waterchase and all amendments thereto as well as all other documents governing the Association.

IN WITNESS WHEREOF, PROVENCE TOWNHOMES AT WATERCHASE HOMEOWNERS ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 13<sup>th</sup> day of January 2022.

PROVENCE TOWNHOMES AT WATERCHASE  
HOMEOWNERS ASSOCIATION, INC.

By: Jeffrey J. Settano, President

[Signature]

Signature of Witness #1

Ayse Arisay Housloglu

Printed Name of Witness #1

Peggy Suzanne Whitlock

Signature of Witness #2

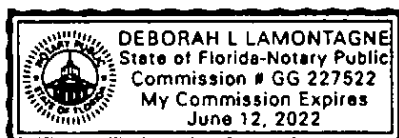
Peggy Suzanne Whitlock

Printed Name of Witness #2

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of January 2022 by Jeff Settano, who is personally known to me or provided \_\_\_\_\_ as identification.



Deborah L. Lamontagne  
Notary Public, State of Florida

2022 MAR 28 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED

FILED  
2022 MAR 28 PM 3:41  
CLERK OF STATE  
TALLAHASSEE, FL

**ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
PROVENCE TOWNHOMES 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 December 18, 2003, and any amendments thereto.

**ARTICLE I - NAME**

The name of this corporation is PROVENCE TOWNHOMES AT WATERCHASE HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of this Association is located at 14401 Waterchase Blvd., Tampa, Florida 33626, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and address of the Association's agent may be changed from time to time by the Association's Board of Directors. The current registered agent is Aaron J. Silberman, c/o Silberman Law, P.A., 1105 W. Swann Ave, Tampa, Florida 33606.

**ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION**

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 ("Declaration"), as they may be amended from time to time.

For the foregoing purposes, this 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 office and 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, and upon approval of a majority of the voting interests in the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(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 2/3 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.

(13) In the event that: (1) governmental directives caution and/or limit the gathering of people; (2) the Board determines that meeting in person may jeopardize the health, safety or welfare of attendees at such meeting; or (3) the Board otherwise determines a board or membership meeting held through electronic means is desirable, and notwithstanding any other requirements set forth in the Bylaws, the Board may conduct such board or membership meeting through electronic means so long as

each Member has the ability to participate in the meeting as required by law. If such meeting is to be conducted in this manner, instructions for participation and attendance at the meeting must be included in the meeting notice or otherwise made available in a timely manner to each member upon request, prior to the meeting.

#### **ARTICLE V - MEMBERSHIP AND VOTING RIGHTS**

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot.

D. Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

E. No amendment shall become effective without the written consent of the Waterchase Master Association Property Owners Association, Inc.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, which shall consist of not less than three (3) nor more than nine (9) directors. Directors shall be members of the Association. Directors shall serve for a period of one year and until their successors have been duly elected and qualified.

#### **ARTICLE VII - OFFICERS**

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws.

#### **ARTICLE VIII - SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation was as follows:

##### **NAME**

Roger A. Larson

##### **ADDRESS**

911 Chestnut Street  
Clearwater, Florida 33756

#### **ARTICLE IX - DISSOLUTION**

The Association shall exist in perpetuity. Provided, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets, including the surface water management system, of this Association shall be dedicated to an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

#### **ARTICLE X - BYLAWS**

The Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

#### **ARTICLE XI - AMENDMENT OF ARTICLES**

A. These Articles of Incorporation may be amended, from time to time, as follows:

(1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(2) A resolution for the adoption of a proposed amendment may be proposed ~~either~~ by the Board of Directors.

(3) Except as elsewhere provided, an amendment shall be adopted if approved by not less than a majority of the votes of the voting members who are duly qualified to vote and who participate in the voting, in person or by proxy, at a membership meeting where a quorum has been attained.

B. No amendment shall make any change in any rights protected by the Florida Statutes without obtaining the percentage vote required for such amendment under the applicable statutes.

C. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Hillsborough County, Florida.

#### **ARTICLE XII – INDEMNIFICATION**

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.

A. 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.

B. 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.

#### **ARTICLE XIII - INTERPRETATION**

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. It was the intent of the original drafter of these articles that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results. Should any paragraph, sentence, phrase, portion or provision of these articles or of the By-Laws or rules and regulations be held invalid, it shall not affect the validity of the remaining instruments.

#### **END OF ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION**