N05000006912

(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
FEB 14 2022

Office Use Only

900380076899

01/27/22--01022--014 **35.00

FILED
2022 JAN 27 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Groves at Orange Blossom Master Association, Inc.

DOCUMENT NUMBER: N05000006912

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

Please return all correspondence concerning this matter to the following:

Christopher L. Pope, Esq.
(Name of Contact Person)

Pavese Law Firm
(Firm/ Company)

1833 Hendry Street
(Address)

Fort Myers, FL 33901
(City/ State and Zip Code)

Gregory.Roughgarden@Lennar.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christopher L. Pope, Esq. at (239) 336-6208
(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:

■ $35 Filing Fee ☐ $43.75 Filing Fee & Certificate of Status ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ $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

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE GROVES AT ORANGE BLOSSOM MASTER ASSOCIATION, INC.

Name of Corporation: **THE GROVES AT ORANGE BLOSSOM MASTER ASSOCIATION, INC.**

Document Number: **N05000006912**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this **Florida Not-For-Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation (otherwise, all other provisions shall remain the same):

Amendment Adopted:
Language to be added is underlined. Language to be deleted is ~~struck through~~.

-- SEE ATTACHED --

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE GROVES AT ORANGE BLOSSOM MASTER ASSOCIATION, INC.

****

The date of Adoption of the Amendment(s) was: **December 20, 2021**

Adoption of Amendment(s) (check one):

_____ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

__✓__ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

Signed this 21st day of January, 2022.

Sign: _____
- By the Chairman or Vice Chairman of the Board, President, or other Officer.
- If Directors have not been selected, then by an Incorporator.
- If in the hands of a Receiver, Trustee, or other Court appointed fiduciary, then that fiduciary

Print: Gregory Roughgarden
Title: President

FILED

2022 JAN 27 PM 3:07

SECRETARY OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE GROVES AT ORANGE BLOSSOM MASTER ASSOCIATION, INC.

Pursuant to Section 617.01201, Florida Statutes, these Amended and Restated Articles of Incorporation ("Articles of Incorporation") are created by the undersigned, Pavese Law Firm, as the Authorized Member of PLF Registered Agent, L.L.C., 1833 Hendry Street, Fort Myers, Florida 33901, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation is The Groves at Orange Blossom Master Association, Inc. ("Association").

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 10481 Six Mile Cypress Parkway, Fort Myers, Florida 33966.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its Members, Officers, or Directors. It is a corporation not-for-profit organized on a non-stock basis for the purpose of providing a residential homeowners association. For the accomplishment of its purpose, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit, except as limited or modified by these Articles of Incorporation and a Declaration of Covenants, Conditions and Restrictions ("Declaration") to be recorded in the Public Records of Collier County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including, but not limited to, the power to:

(A) Fix, levy, collect, and enforce payment, by any lawful means, all charges or assessments levied pursuant to the Declaration, and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes, or governmental charges.

(B) Enforce any and all covenants, conditions, restrictions, and agreements applicable to the residential neighborhood known as The Groves at Orange Blossom.

(C) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

(E) Dedicate, sell, or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members.

(F) Purchase policies of insurance upon the properties and use the proceeds from such policies to effectuate its purposes.

(G) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and Common Areas, provided that merger, consolidation, or annexation shall have the consent of at least two-thirds (2/3) of the voting interests of the Association.

(H) Establish rules and regulations in accordance with the Governing Documents.

(I) Sue and be sued.

(J) Exercise any and all powers, rights, and privileges that a homeowners association organized under Chapter 720, Florida Statutes, may now or hereafter have or exercise, subject always to the Declaration, as amended from time to time.

(K) Contract for services necessary to operate and maintain the Common Areas and improvements located thereon.

(L) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by the South Florida Water Management District, including, but not limited to, all lakes, retention areas, culverts, and related appurtenances.

ARTICLE IV

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting after the annual meeting of the Members and shall serve at the pleasure of the Board.

ARTICLE V

INITIAL DIRECTORS:

The initial Directors and Officers of the Association shall be:

Gregory Roughgarden	President/Director	10481 Six Mile Cypress Parkway Fort Myers, Florida 33966
Matthew Koratich	Vice President/Director	10481 Six Mile Cypress Parkway Fort Myers, Florida 33966
David Negip	Secretary/Treasurer/Director	10481 Six Mile Cypress Parkway Fort Myers, Florida 33966

ARTICLE VI

REGISTERED OFFICE AND INITIAL REGISTERED AGENT: The street address of the initial Registered Office of the Association is 1833 Hendry Street, Fort Myers, Florida 33901. The name of the initial Registered Agent of the Association is PLF Registered Agent, L.L.C.

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is PLF Registered Agent, L.L.C., 1833 Hendry Street, Fort Myers, Florida 33901.

ARTICLE VIII

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Bylaws of the Association. However, all Owners of Lots within The Groves at Orange Blossom shall be Members of the Association.

ARTICLE IX

STORMWATER MANAGEMENT SYSTEM: In addition to the powers set forth in Article III, the Association shall also have the following powers and duties applicable to the Stormwater Management System:

(A) Unless the operation and maintenance is conveyed to another entity, the Association shall operate, maintain, manage, and control the Stormwater Management System in a manner consistent with the requirements of the South Florida Water Management District permit as filed and all applicable rules, and shall have the power to assist in the enforcement of the restrictions and covenants contained the Governing Documents.

(B) The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Stormwater Management System.

(C) The Stormwater Management System assessments shall be used for the maintenance and repair of the Stormwater Management Systems and mitigation or preservation areas, including but not limited to work within retention areas, drainage, structures and drainage easements.

ARTICLE X

TERM: The Association shall have perpetual existence. Notwithstanding anything herein to the contrary, the Association may be terminated in accordance with the Declaration and the Bylaws, subject however to any required prior governmental approval, and provided that, upon such termination, proper written consent must be duly recorded in the Public Records of Collier County, Florida. In the event of dissolution, the assets owned by the Association, including, without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government, and if such agency refuses to accept such assets, then such assets shall be transferred to a non-profit corporation similar to the Association.

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on said Director or Officer in

connection with any legal proceeding (or settlement or appeal of such proceeding) to which said Director or Officer may be a party because of his or her being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that said Director's or Officer's actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe it was lawful.

(C) A transaction from which the Director or Officer derived or sought to derive an improper personal benefit.

(D) Recklessness, or an act or omission that was committed in bad faith or with malicious purpose, or in a manner exhibiting wanton and willful disregard for human rights, safety, or property in an action by or in the right of someone other than the Association or a Member.

(E) Wrongful conduct by Directors or Officers appointed by the Declarant in a proceeding brought by or on behalf of the Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or Officer may be entitled.

ARTICLE XII

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE XIII

AMENDMENTS: Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles of Incorporation may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests of the Association.

(B) Procedure. A proposed amendment must be submitted to a vote of the Members not later than the next annual meeting for which proper notice can still be given.

(C) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation of Incorporation shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests of the Association present in person or by proxy at any annual or special meeting called for the purpose, provided that notice of any proposed amendment must be given to the Members of the Association, and the notice must contain the full text of the proposed amendment.

(D) Effective Date. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

Under the laws of the State of Florida, the undersigned, Pavese Law Firm, as the Authorized Member of PLF Registered Agent, L.L.C., being the incorporator of this Association, has executed these Amended and Restated Articles of Incorporation as of the 3 day of JANUARY, 2022.

PLF REGISTERED AGENT, L.L.C.
a Florida limited liability company

By: Pavese Law Firm, its Authorized Member

By: _____
Christopher L. Pope, Partner

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me by means of physical presence this 3 day of JANUARY, 2022, by Christopher L. Pope, Partner with Pavese Law Firm, the Authorized Member of PLF Registered Agent, L.L.C., a Florida limited liability company, on behalf of the company, who is personally known to me.

(Notary Seal/Stamp)

Notary Public State of Florida
Lisa K Meo
My Commission GG 353759
Expires 09/16/2023

NOTARY PUBLIC

Sign: Lisa K. Meo
Print: Lisa K. Meo

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated Association at the place designated in this Certificate, hereby agrees to act in this capacity, is familiar with and accepts the obligations of this position, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Dated this 3 day of JANUARY, 2022.

PLF REGISTERED AGENT, L.L.C.
a Florida limited liability company

By: Pavese Law Firm, its Authorized Member

By: _____
Christopher L. Pope, Partner