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DAVID L. MACKAY ATTORNEY, P. A.

Mailing Address:
Post Office Box 206
Ocala, Florida 34478-0206

Telephone: (352) 237-3800

Physical Address:
2801 Southwest College Road, Suite #9
Ocala, Florida 34474

David MacKay: david@mackaylaw.us
Legal Assistant: jeanette@mackaylaw.us

October 11, 2011

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Legendary Trails Property Owners Association, Inc.


Gentlemen:

Enclosed is the original and one copy of Amended and Restated Articles of Incorporation for the above-captioned Florida corporation, together with our trust account check in the amount of \$43.75, representing your filing fee and the cost of a certified copy of the Amended and Restated Articles.

Please return the certified copy of the Amended and Restated Articles to me at the above address.

Thank you for your attention to this matter.

Very truly yours,



DAVID L. MacKAY
For the Firm

DLM/jf

Enclosures

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION OF
LEGENDARY TRAILS PROPERTY OWNERS ASSOCIATION, INC.

THESE ARTICLES OF AMENDMENT, having been authorized by Three-Fourths of the votes entitled to be cast of the Members of LEGENDARY TRAILS PROPERTY OWNERS ASSOCIATION, INC., are hereby filed and the Articles of Incorporation are amended as set forth in the **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LEGENDARY TRAILS PROPERTY OWNERS ASSOCIATION, INC.** attached hereto and made a part hereof.

The date of this amendment is September 20, 2011.

No further amendment to the Articles of Incorporation is intended.

DATED this 20th day of September, 2011

**LEGENDARY TRAILS PROPERTY
OWNERS ASSOCIATION, INC.**

By: _____

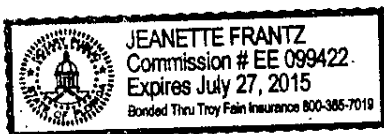
SCOTT SIEMENS, President

ATTEST:

LINDA B. SIEMENS, Secretary

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 14th day of October, 2011, by **SCOTT SIEMENS**, as President, and **LINDA B. SIEMENS**, as Secretary, on behalf of **LEGENDARY TRAILS PROPERTY OWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation.



(Signature, Notary Public, State of Florida)
(Print, Type or Stamp Commissioned
Name of Notary Public)

CHECK ONE:



Personally Known

☐ Produced Identification

Type of Identification Produced: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEGENDARY TRAILS PROPERTY
OWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, **LEGENDARY TRAILS PROPERTY OWNERS ASSOCIATION, INC.** a corporation not for profit under the laws of the State of Florida as adopted the following Amended and Restated Articles of Incorporation for such corporation.

ARTICLE 1. NAME

The name of this corporation shall be **LEGENDARY TRAILS PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE 2. ADDRESS

The address of the principal office of the Association is 520 Southeast Fort King Street, Suite A-4, Ocala, Florida, 34471, and the mailing address of the Association is 520 Southeast Fort King Street, Suite A-4, Ocala, Florida, 34471.

ARTICLE 3. REGISTERED AGENT

SCOTT SIEMENS, whose address is 520 Southeast Fort King Street, Suite A-4, Ocala, Florida, 34471, is hereby appointed registered agent of the Association.

ARTICLE 4. DURATION

This Association shall exist perpetually, commencing on the date of filing these Articles with the Secretary of State, Tallahassee, Florida.

ARTICLE 5. PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof (hereinafter referred to individually as a "Member" and collectively as "Members"), and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Property comprising Legendary Trails, and to promote the health, safety and welfare of the Owners and residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE 6. POWERS

The Association shall have the following powers and duties reasonably necessary to operate and maintain the Association including the following:

- 6.1 To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for

Legendary Trails ("the Declaration") as recorded in the Public Records of Marion County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

- 6.2 To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Common Areas, roadways, and the storm water and surface water management systems located within Legendary Trails;
- 6.3 To manage, operate, maintain, repair, and improve the Common Areas and any storm water or surface water management systems located within Legendary Trails or any property owned by another third party for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services. The Association shall operate, maintain, and manage the storm water or surface water systems in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relates to the storm water or surface water management systems;
- 6.4 Any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise;
- 6.5 To fix, levy, collect and enforce payment of, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration, including, but not limited to, for the operation of the storm water or surface water management systems;
- 6.6 To acquire (by gift, purchase, or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services;
- 6.7 To borrow money, and as provided in the Declaration, Bylaws, or action of 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;
- 6.8 To dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority or utility as set forth in the Declaration;
- 6.9 To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
- 6.10 To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
- 6.11 To engage in activities which will actively foster, promote and advance the interests of owners of real property subject to the Declaration;
- 6.12 To adopt the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and
- 6.13 To promulgate or enforce rules, regulations or agreements to effectuate all of the purposes for which the Association is organized.

ARTICLE 7. MEMBERSHIP

Every Owner of a Lot as defined in the Declaration shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. All Members agree to be bound by the terms and provisions of these Articles and such Bylaws as may be promulgated by the Association from time to time.

ARTICLE 8. VOTING RIGHTS

The Owner of each Lot shall have six (6) votes on account of such ownership interest and shall have the right to cast such votes on a non-cumulative basis (unless otherwise required by law) on all matters coming before the Association for which a vote of the Members is allowed or required.

Provided however, the stated purpose of this provision granting multiple votes for each Lot is to allow the Owners as of the date of adoption of these Amended and Restated Articles of Incorporation of Legendary Trails Property Owners Association, Inc. to maintain control of the Association for the benefit of themselves and all other Owners and such multiple votes shall cease and terminate upon sale or conveyance of title to an owner other than the current Owner which buyer or transferee shall thereafter have only one (1) vote for each Lot. For purposes hereof, any transfer of title or conveyance among the Owners as of the date of adoption of these Amended and Restated Articles of Incorporation of Legendary Trails Property Owners Association, Inc., either to themselves or where multiple individuals share ownership to one or the other of them, whether in their individual capacities or as trustees of any trust of which one or more of them shall be the beneficiary prior to death, shall not be deemed a sale or conveyance of title until there is a distribution, sale or conveyance from such trust to a third party. In addition, the creation of a mortgage lien in favor of an institutional mortgagee or in favor of some other third party shall likewise not be deemed a sale or conveyance of title unless there is a sale or conveyance to such third party mortgagee whether voluntarily or by operation of law, at which time the voting rights associated with such Lot shall revert to one (1) vote for each Lot.

ARTICLE 9. DIRECTORS

- 9.1 The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons, who need not be members of the Association.
- 9.2 Directors shall be elected to staggered terms determined by the Board of Directors. For example, one Director for a one-year term, one Director for a two-year term, and one Director for a three-year term, any Director may be re-elected. The Directors shall be elected by the vote of a majority of the votes cast thereon at a meeting at which a quorum of the Members is present. A quorum shall exist when thirty percent (30%) of the total voting interests are present at a meeting. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at such subsequent meeting shall be twenty-five percent (25%) of the voting interests. The Association may call as many such subsequent meetings as necessary to obtain an authorized quorum. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting, without written notice.
- 9.3 The votes of each Member shall not be cast on a cumulative basis in the election of Directors.

ARTICLE 10. ASSESSMENTS

The Directors are required to establish a Common Assessment to be levied against each Lot sufficient to maintain, extend, or improve the Common Areas and any other areas which are maintained or partially maintained by the Association, any storm water or surface water management systems located within the Subject Property, or otherwise necessary to pay Common Expenses. The Directors

shall notify the Owners of the amount of the then Common Assessment in such detail as the Directors determine. The amount of the Common Assessment may be changed by the Directors as frequently as deemed necessary by them to assure that the amount of the Common Assessment is sufficient to pay all Common Expenses or otherwise satisfy all obligations of the Association. The Assessment so established may be levied and collected annually, quarterly, or monthly, either in arrears or in advance, at the sole discretion of the Directors.

The Directors may, in their complete and sole discretion, propose and make one or more other Assessments, including, but not limited to, Special Assessments, Capital Improvement Assessments, and Reconstruction Assessments, as set forth in the Declaration. If required by the Declaration, the Directors shall give the Owners written notice of the proposed Special Assessment, Capital Improvement Assessment, and/or Reconstruction Assessment (which shall be in Marion County, Florida) not less than fourteen (14) days prior to the scheduled meeting of the Board of Directors to consider such assessment. Such notice shall include a statement of the assessment(s) that will be considered at the meeting and the nature of the assessment(s). Notice for a meeting at which an Assessment will be considered shall be mailed, delivered, or electronically transmitted to the Owners and posted conspicuously on the property not less than fourteen (14) days before the meeting. At any meeting to consider a Capital Improvement Assessment and/or Reconstruction Assessment, such assessment may be adopted by an affirmative vote of a majority of the voting interests represented at the meeting, if such assessment requires membership approval.

The Directors shall establish separate accounts for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in such accounts. All funds so deposited shall be disbursed only for improvements to and extensions or maintenance of, the Common Areas, roadways, and storm water and surface water management systems within Legendary Trails, costs and expenses of operating and maintaining the Association, or for purposes otherwise authorized by the Declarations, or the Board of Directors. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

ARTICLE 11. DISSOLUTION OF THE ASSOCIATION

- 11.1 The term of the Association shall be perpetual unless dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida.
- 11.2 In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water and storm water management systems located within Legendary Trails must be transferred to and accepted by an entity which will comply with any requirements of the St. Johns River Water Management District, including but not limited to, Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.
- 11.3 Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed in the following priority:
 - 11.3.1 To any municipal or governmental authority which is willing to accept such assets and use them for the purposes similar to those for which this Association was created; and, if none, then,
 - 11.3.2 To any nonprofit corporation, association, trust, or other organization to be used for similar purposes.

ARTICLE 12. AMENDMENT

- 12.1 Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.
- 12.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.
- 12.3 Adoption of the amendment will require the affirmative vote of three-fourths of the votes entitled to be cast at that time.
- 12.4 No other amendment to these Articles of Incorporation affecting in any way the ownership, maintenance, or operation of any storm water or surface water management system within Legendary Trails shall be effective without the written consent of the St. Johns River Water Management District.

ARTICLE 13. OFFICERS

The Board of Directors shall elect the President, Secretary, and Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall from time to time determine.

ARTICLE 14. BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered, or rescinded at a regular or special meeting of the Members by a majority of the votes then entitled to be cast, at a meeting at which a majority of the votes then entitled to be cast are present or represented. Any amendments to Bylaws shall be binding on all Members of the Association.

ARTICLE 15. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors, and administrators, against all loss, cost, and expenses reasonably incurred in connection with any action, suit, or proceeding to which he or she may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be fully adjudged in such action, suit or proceeding, to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

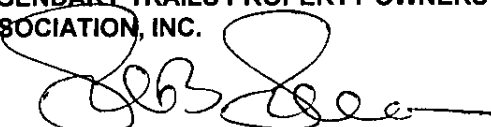
ARTICLE 16. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void, or voidable solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

The foregoing Amended and Restated Articles of Incorporation of Legendary Trails Property Owners Association, Inc. were duly adopted by the Board of Directors and Members on September 20, 2011.

**LEGENDARY TRAILS PROPERTY OWNERS
ASSOCIATION, INC.**

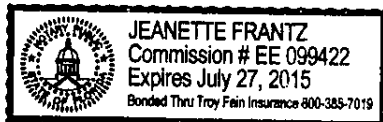
By: 
SCOTT SIEMENS, President
Dated: September 20, 2011


ATTEST:


LINDA B. SIEMENS, Secretary

STATE OF FLORIDA
COUNTY OF MARION

Sworn to (or affirmed) and subscribed before me in the state and county aforesaid this 14th day of October, 2011, by **SCOTT SIEMENS**, as President, and **LINDA B. SIEMENS**, as Secretary of **Legendary Trails Property Owners Association, Inc.**, a Florida Not-for-profit corporation.




(Signature, Notary Public, State of Florida)
(Print, Type or Stamp Commissioned
Name of Notary Public)

CHECK ONE: ☒ Personally Known ☐ Produced Identification Type of Identification Produced: _____

ACCEPTANCE

I HEREBY ACCEPT the appointment as Registered Agent of **LEGENDARY TRAILS PROPERTY OWNERS ASSOCIATION, INC.** and agree to act in that capacity.


SCOTT SIEMENS, Registered Agent