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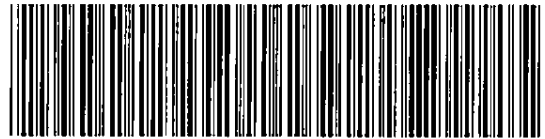
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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R. HUNT

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**INSTRUCTIONS FOR RESTATED ARTICLES OF INCORPORATION**

The following are instructions, a cover letter and sample restated articles of incorporation pursuant to Chapter 617 Florida Statutes (F.S.).

**NOTE: THIS IS A BASIC FORM MEETING MINIMAL REQUIREMENTS FOR FILING RESTATED ARTICLES OF INCORPORATION.**

The Division of Corporations strongly recommends that corporate documents be reviewed by your legal counsel. The Division is a filing agency and as such does not render any legal, accounting, or tax advice.

If changing the entity name, a preliminary search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org). Preliminary name searches are no longer available from the Division of Corporations. You are responsible for any name infringement that may result from your corporate name selection.

Pursuant to Chapter 617 F.S., the restated articles of incorporation **must** set forth the following:

- 1: The name of the corporation.
- 2: The text of the restated articles of incorporation.
- 3: Whether the restatement contains an amendment requiring member approval and if it does not, a statement the board of directors adopted the restatement
- 4: Or a statement the amendment requires member approval and the date of adoption and the statements required by 617.1006

**An Effective Date:** An effective date **may** be added to the Restated Articles of Incorporation, otherwise the date of receipt will be the file date. (An effective date can not be more than ninety (90) days after the date of filing).

**The fees for filing a restated articles of a profit corporation are:**

|                                  |                                                                                       |
|----------------------------------|---------------------------------------------------------------------------------------|
| Filing Fee                       | \$35.00                                                                               |
| Certified Copy (optional)        | \$ 8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50). |
| Certificate of Status (optional) | \$ 8.75                                                                               |

**Make checks payable to: Florida Department of State**

**Mailing Address:**

Amendment Section  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
(850) 245-6050

**Street Address:**

Amendment Section  
Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303  
(850) 245-6050

## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Compass Lake in the Hills Property Owners Association, Inc.

**CORPORATE NAME**

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Compass Lake in the Hills

Name (Printed or typed)

645 Compass Lake Drive

Address

Alford, Florida 32420

City, State & Zip

(850) 867-8825

Daytime Telephone number

compasslake@outlook.com

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

2023 NOV - 7 PM 12:40

COVER LETTER

**NOTE:** Please provide the original and one copy of the document.

## RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation is: Compass Lake in the Hills Property Owners Association, Inc.

**ARTICLE II    RESTATED ARTICLES**

**ARTICLE II    RESTATED ARTICLES**      SEE ATTACHED DOCUMENT  
The text of the Restated Articles is as follows:

2023-10-07 07:12:40

**ARTICLE III OFFICERS AND/OR DIRECTORS (optional)**

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change      PT      John Doe

☒ Remove      V      Mike Jones

☒ Add      SV      Sally Smith

| Type of Action<br>(Check One)                                                                                    | Title    | Name             | Address                                |
|------------------------------------------------------------------------------------------------------------------|----------|------------------|----------------------------------------|
| 1) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input checked="" type="checkbox"/> Remove | Director | Katherine Garcia | 3050 Southern Blvd<br>Alford, FL 32420 |
| 2) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |          |                  |                                        |
| 3) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |          |                  |                                        |
| 4) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |          |                  |                                        |
| 5) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |          |                  |                                        |
| 6) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |          |                  |                                        |

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

\_\_\_\_\_  
Required Signature/Registered Agent

\_\_\_\_\_  
Date

**ARTICLE VI ARTICLE CONSOLIDATION**

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

**ARTICLE VII REQUIRED ADOPTION INFORMATION**

**Adoption of Amendment(s) (CHECK ONE)**

☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was May 7th, 2022 and the votes cast were sufficient for approval

☐ These restated articles of incorporation were adopted by the board of directors.

2022 MAY - 7 PM 12:40  
FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Dated: October 30th, 2023

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

**Duane Laster**

(Typed or printed name of person signing)

**President**

(Title of person signing)

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NOT TO STATE

COMI *Original*

ATED  
RATION

S PROPERTY  
N, INC.  
Profit)

Upon approval of these Articles of Incorporation by a vote of not less than two-thirds of the members present at a meeting duly held on May 5, 1998, the undersigned do hereby acknowledge the adoption of the following Amended and Restated Articles of Incorporation. Amended by not less than two-thirds of the members present at a meeting duly held on May 7, 2002; Amended by not less than two-thirds of the members voting at a meeting duly held May 9, 2011; Amended by not less than two-thirds of the members voting at a meeting duly held on November 9, 2013; Amended by not less than two-thirds of the members voting at a meeting duly held May 7, 2022.

#### ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION

The name of this corporation, hereinafter called the "Association", shall be COMPASS LAKE IN THE HILLS PROPERTY OWNERS ASSOCIATION, INC., a corporation not-for-profit. Its principal office and place of business shall be at 645 Compass Lake Drive, Alford, Florida 32420. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

#### ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to promote the maintenance, preservation, management, and aesthetic appeal of the land, improvements and amenities within the subdivision development known as Compass Lake in the Hills in Jackson County, Florida, and to promote the health, safety, and welfare of the residents and guests within the above-described subdivision development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose. The Association is an association governed by Sections 617 of the Florida Statutes.

Section 2. The Association shall have all of the rights, powers, and privileges now or hereafter conferred upon corporation's not-for-profit under the laws of the State of Florida, including, but not limited to the following:

- (a) To contract with a third party for the management of the Association and to delegate to the contractor all powers and duties of the Association except such as may specifically require the approval of the board of directors or the membership of the Association.
- (b) To dedicate, sell, transfer or lease all or any part of the Association's property for such purposes and subject to such conditions as may be agreed upon by the board of directors.
- (c) To enter into a service contract with any legal entity to provide for the management and maintenance of the property, facilities and services on such terms and conditions as may be agreed upon by the board of directors.
- (d) To purchase insurance upon all properties the Association shall hold or manage and insurance for the protection of the Association and its members.
- (e) To improve property under its ownership, management, or control and, after casualty, to reconstruct improvements.

2023 NOV 10

CLERK OF DISTRICT COURT  
JACKSON COUNTY, FLORIDA

(f) To enforce by legal means the provisions of these Articles, the Bylaws of the Association, and the rules and regulations for the use of the property of the subdivision development.

(g) To enter into contracts or agreements for the maintenance of accounting and book-keeping records and for the use of data processing facilities or services, so as to carry out Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records..

(h) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(i) To employ all personnel and engage such professional services as are reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.

(j) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not-for-profit, reasonably necessary or convenient to carry out and perform the purposes for which the Association is organized and its enumerated powers.

(k) To establish fees, rents and charges for the use and occupancy of properties owned, controlled or managed by the Association.

(l) To enact rules and regulations concerning the use and enjoyment of the property and facilities owned, controlled or managed by the Association not inconsistent with the laws and ordinances of Jackson County.

(m) To establish fines and impose and collect said fines from members of the Association who violate provisions of these Articles of Incorporation, Bylaws or Rules and Regulations of the Association.

(n) To establish and operate a volunteer fire department to serve the community and cooperate with other area fire departments in providing fire protection.

(o) To acquire, by gift or otherwise, lots within the Compass Lake in the Hills community and to sell, transfer or lease lots so acquired.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this Association, provided that he or such firm or corporation so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall in any way be affected or invalidated thereby. Any director of this Association who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

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CLERK OF SUPERIOR COURT  
JACKSON COUNTY, FLORIDA

### **ARTICLE III - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION**

Section 1. Every person or legal entity who owns or is purchasing from Compass Lake Development Corporation or its successor or successors, a lot or subdivided parcel (hereinafter referred to as "lot") within the subdivision known as Compass Lake in the Hills shall be a member of the Association. Where more than one person holds an interest in a lot, all such persons shall be deemed members. Where a corporation holds an interest in a lot, the officers, directors and employees designated by the corporation shall be deemed members, up to a maximum of five.

Section 2. Ownership of a lot with a value in excess of \$1,000.00 on the tax roles of Jackson County, Florida, shall be a prerequisite to exercising any rights as a member. Each member of the Association shall be entitled to one vote for each lot which that member owns or is purchasing pursuant to a recorded instrument in the public records of Jackson County, Florida, provided that when more than one member holds an interest in a particular lot, there shall be only one vote for such lot. Split or fractional voting shall not be permitted. When a lot is owned by more than one person or by a corporation, association, partnership or trust, the owner or owners shall designate in writing in the manner prescribed by the Association the person entitled to exercise the voting rights of the members. The Board of Directors may place reasonable limits on the number of persons which a corporate owner may designate to use the facilities and amenities of the Association. In the event that a lot shall have multiple owners, the Board of Directors may limit the use of the facilities and amenities of the Association to the family of a single owner domiciled in one residence.

Section 3. Membership shall not be transferable, except as provided herein. The membership of any lot shall terminate upon the termination of the Association, or upon transfer of ownership in the lot. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the lot upon the recording of an instrument evidencing such ownership in the public records of Jackson County, Florida. The Association may rely on a recorded deed or recorded agreement for deed as evidence of transfer of a lot and thereupon terminate the transferor's membership and recognize the member of the transferee.

### **ARTICLE IV - TERM OF EXISTENCE**

The Association shall have perpetual existence.

### **ARTICLE V - NAMES AND RESIDENCES OF THE SUBSCRIBERS**

The names and addresses of the subscribers of these Amended and Restated Articles as follows:

| Name                           | Address                                      |
|--------------------------------|----------------------------------------------|
| Duane Laster                   | 3105 Custis Street Alford, Florida 32420     |
| Arthur Penello                 | 632 Oriole Ave Marianna, Florida 32448       |
| Michael Nuccio                 | 675 Chipola Dr. Marianna, Florida 32448      |
| Deborah Shuler                 | 1088 Edison Ave, Alford Florida 32420        |
| Charles Unkle<br>Florida 32408 | 6609 Thomas Dr Unit 1205, Panama City Beach. |

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CLERK OF COURT  
JACKSON COUNTY, FLORIDA

## ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and any assistants to such officers or other officers as the Board of Directors may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the next election are:

| Name           | Office         |
|----------------|----------------|
| Duane Laster   | President      |
| Arthur Penello | Vice President |
| Monica Tharp   | Secretary      |
| Deborah Shuler | Treasurer      |

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

## ARTICLE VII - BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons. Members of the Board of Directors shall be members of the Association and eighteen (18) years of age or older. Only one member of any family shall be a member of the Board of Directors and no family member of the Board of Directors shall be an employee of the Property Owners Association. No employee of the Property Owners Association shall be a member of the Board of Directors.

Section 2. The names of the Board of Directors and their terms of office are as follows:

| Name           | Term    |
|----------------|---------|
| Duane Laster   | 3 years |
| Arthur Penello | 3 years |
| Michael Nuccio | 3 years |
| Deborah Shuler | 3 years |
| Charles Unkle  | 3 years |

Section 3. At the expiration of the term of each such Director, his successor shall be elected by the members of the Association to serve for a term of three (3) years. A Director shall hold office until his successor has been elected and qualified.

Section 4. Directors may be removed with or without cause, by a two-thirds vote of the membership present at any annual meeting or any special meeting duly called therefore with or without cause by the vote.

Section 5. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board is authorized to fill the vacancy for the remainder of the unexpired term. If after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting.

2023 NOV - 7 PM 12:40  
DIVISION OF STATE RECORDS

## **ARTICLE VIII - BYLAWS**

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified or rescinded by the action or approval of the members of the Association. The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

## **ARTICLE IX - AMENDMENTS TO THESE ARTICLES**

Section 1. Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on an affirmative vote of two-thirds of the members voting at such meeting.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members.

## **ARTICLE X - VOTING**

Section 1. Each member in good standing shall be entitled to one vote for each lot owned by the member. Any lot owned by more than one person or by a corporation, association, partnership, or trust shall be entitled to only one vote, to be cast by a designee of the owner or owners. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the lot shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owner or owners of the lot.

Section 2. Votes shall be cast in person or by absentee ballot and where appropriate, by the designated voter. No proxy or power of attorney may be used for purposes of voting. Votes shall be counted by a third-party independent firm, person or entity chosen by the Board of Directors such as a certified public accounting firm, and elected Supervisor of Elections or other third-party firm, person or entity independent from the Association.

Section 3. All members of the Association in good standing shall be entitled to vote upon matters affecting the Association, its property, and other possessory interest or uses and election of Directors, except as otherwise provided in these Articles or the Bylaws of the Association.

Section 4. No member shall be deemed in good standing who has failed to pay any rents, fees, charges, or other sums to the Association when the same are due.

## **ARTICLE XI - ADDITIONAL PROVISIONS**

Section 1. No officer, Director or member shall be personally liable for any debt or other obligation of the Association.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, Directors or officers. The Association may pay compensation in a reasonable amount to its members, Directors or officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

DIVISION OF ELECTIONS  
JAN 7 2014  
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Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a member of the Board of Directors or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, whether or not he is a member of the Board of Directors or officer at the time such expenses are incurred.

#### **ARTICLE XII - SEVERABILITY**

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the Bylaws or Rules and Regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

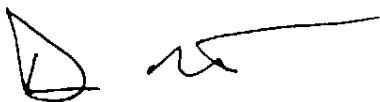
#### **ARTICLE XIII - APPOINTMENT OF AGENT FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, Glazer & Sachs P.A., One Emerald Place 3113 Stirling Road, Suite 201, Fort Lauderdale, Florida, 33312 is appointed agent for service of process upon COMPASS LAKE IN THE HILLS PROPERTY OWNERS ASSOCIATION, INC.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 10th day of May, 2022.

COMPASS LAKE IN THE HILLS PROPERTY OWNERS ASSOCIATION, INC.

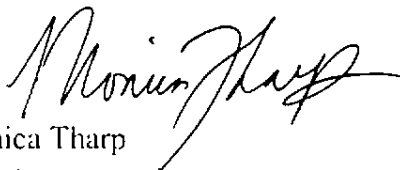
BY:



Duane Laster  
President

ATTEST:

By:



Monica Tharp  
Secretary

NOTARY STATE  
OF FLORIDA  
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