

N07 000003431

(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:

Office Use Only



300348681553

RECEIVED

JUL 14 2020

07/22/20--01025--028 **35.00

SEP 11 10:31

Amend

SEP 11 2020
ALBRITTON



ARIAS BOSINGER
REAL ESTATE & ASSOCIATION ATTORNEYS

ADAM W. CARLS

Partner

ACarls@ABLAWFL.com

T. 407.636.2549

F. 321.280.2489

www.ABLAWFL.com

Orlando | Melbourne | Tampa

*Carlos R. Arias**
*Sonia A. Bosinger**
Laura M. Cooper
*Adam W. Carls**
*Frank J. Lacquaniti**
Jennifer M. Sinclair
Rachel I. Pringle
Jennifer L. Davis

**Board Certified Condominium & Planned Development*

September 22, 2020

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

**Re: *Certificate of Amendment to Articles of Incorporation for
Terralargo Community Association, Inc.
Doc No.: N07000003431 & Letter No.: 920A00016171***

Dear Amendment Section Supervisor:

We are in receipt of your August 24, 2020 correspondence and have called you to discuss this matter several times. The letter states that our certificate must contain certain information about how the Board adopted the amendment. We believe there is some confusion here because our certificate does contain this information. Specifically, the end of the first paragraph states:

"Pursuant to Article 12, Section 12.2 of the Articles of Incorporation, prior to and including the Turnover Date, Developer shall have the right to amend the Articles of Incorporation as it deems appropriate in Developer's sole and absolute discretion, without the joinder or consent of any person or entity whatsoever. Turnover, as it is defined within the Declaration and Articles of Incorporation, has yet to occur."

This means that the Developer has the ability to amend without member approval which satisfies your requirement numbered (1) in your letter. The date of adoption was the date the certificate was signed, but again, no meeting is required while under Developer control.

We are returning the original Certificate of Amendment to Articles of Incorporation of Terralargo Community Association, Inc. for filing as soon as possible. It is our understanding that you have retained this firm's check no. 1780 in the amount of \$35.00.

Orlando Office:

Arias Bosinger, PLLC
140 N. Westmonte Dr., Suite 203
Altamonte Springs, Florida 32714

Respond to: Orlando Office

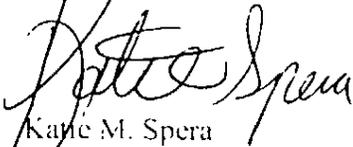
Melbourne Office:

Arias Bosinger, PLLC
1900 Hickory Street, Suite B
Melbourne, Florida 32901

Should you have any question or require additional information, please feel free to contact me. Thank you in advance for your assistance with this matter.

Sincerely,

ARIAS BOSINGER, PLLC

A handwritten signature in black ink, appearing to read "Katie M. Spera". The signature is written in a cursive style with a large initial "K".

Katie M. Spera
Firm Administrator
Enclosures



2020 SEP 01 11:03:04

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 24, 2020

ARIAS BOSINGER, PLLC
140 N. WESTMONTE DR
STE. 203
ALTAMONTE SPRINGS, FL 32714

SUBJECT: TERRALARGO COMMUNITY ASSOCIATION, INC.
Ref. Number: N07000003431

We have received your document for TERRALARGO COMMUNITY 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 application/form submitted does not meet the requirements of this office; please complete the attached application/form.

The date of adoption of each amendment must be included in the document.

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 II

Letter Number: 920A00016171

THIS DOCUMENT PREPARED BY
AND RETURN TO:
Adam W. Carls, Esq.
ARIAS BOSINGER, PLLC
140 North Westmonte Drive, Suite 203
Altamonte Springs, FL 32714

2020
JUN 30 2020

the space above this line is reserved for recording purposes

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
TERRALARGO COMMUNITY ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, pursuant to that certain Assignment of Developer's Rights and Assumption Agreement dated October 22, 2012 and recorded in Official Records Book 8789, Page 1666 of the Public Records of Polk County, Florida, . OK TERRALARGO LLC., a Florida limited liability company, (hereinafter "Developer") pursuant to the DECLARATION FOR TERRALARGO, originally recorded in Official Records Book 7464, Page 1090, *et. seq.* of the Public Records of Polk County, Florida, as amended and supplemented (hereinafter "Declaration"), hereby certifies that the THIRD AMENDMENT TO ARTICLES OF INCORPORATION OF TERRALARGO COMMUNITY ASSOCIATION, INC., which amendment is attached hereto and by reference made a part hereof (hereinafter "Amendment"), is properly adopted in accordance with the ARTICLES OF INCORPORATION OF TERRALARGO COMMUNITY ASSOCIATION, INC., recorded as Exhibit 2 to the Declaration ("Articles of Incorporation"). Pursuant to Article 12, Section 12.2 of the Articles of Incorporation, prior to and including the Turnover Date, Developer shall have the right to amend the Articles of Incorporation as it deems appropriate in Developer's sole and absolute discretion, without the joinder or consent of any person or entity whatsoever. Turnover, as it is defined within the Declaration and Articles of Incorporation, has yet to occur.

With the exception of the attached Amendment, all other terms and conditions of the Articles of Incorporation shall remain in full force and effect. The attached Amendment shall be deemed effective upon the recording of the same in the Official Records of Polk County, Florida.

IN WITNESS HEREOF, the Developer has caused these presents to be executed in its name, this 30th day of June, 2020.

Signed, sealed and delivered

in the presence of:

[Signature]
(Sign - Witness 1)

JARED LYBERT
(Print - Witness 1)

[Signature]
(Sign - Witness 2)

Matthew Afonso
(Print - Witness 2)

OK TERRALARGO LLC., a Florida
limited liability company

By: [Signature]
(Sign)

JAMES P. HARVEY
(Print)

VICE PRESIDENT
(Title)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

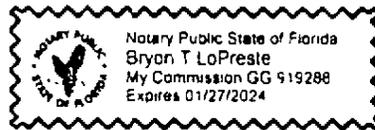
The foregoing was acknowledged before me this 20th day of June, 2020, by JAMES P. HARVEY as VICE PRESIDENT of OK TERRALARGO., a Florida limited liability company, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC

[Signature] (Sign)

Bryan T LoPreste (Print)

State of Florida, At Large
My Commission Expires:



**THIRD AMENDMENT TO
ARTICLES OF INCORPORATION OF
TERRALARGO COMMUNITY ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

The following amendments to Section 9. of the Articles of Incorporation of Terralargo Community Association, Inc., recorded as an exhibit to the Declaration for Terralargo, recorded at Official Records Book 07464, Page 1090, *et seq.*, of the Public Records of Polk County, Florida, as amended and supplemented. Additions are indicated by underlining, deletions are indicated by ~~striethrough~~, and omitted but unaltered provisions are indicated by ellipses.

[...]

Section 9. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than nine (9) director seats, with the size of the Board being decided from time to time by the approval of two-thirds (2/3) of the entire Board of Directors ~~five (5) members. The initial number of director seats as of the date of this amendment shall be seven (7). The initial number of directors shall be three (3).~~ Board members shall be appointed and/or elected, and shall serve for such term, as stated in the By-Laws. ~~Directors shall be elected for a term expiring on the date of the next annual meeting.~~

[...]