

N10275

Becker

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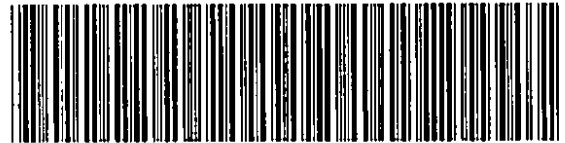
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2020 JAN 30 PM 4:54

C. GOLDEN

JAN 30 2020



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 26, 2019

BECKER & POLIAKOFF
759 SW FEDERAL HIGHWAY
SUITE 213
STUART, FL 34994

SUBJECT: GATOR TRACE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N10275

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 919A00026173

2020 JAN 30 AM 10:11

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GATOR TRACE HOMEOWNERS ASSOCIATION, INC.**

2/22/2020 PM 4:54

The Articles of Incorporation were first approved by the State of Florida in 1985 forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes. The same Articles are now amended and approved by the members by a vote sufficient for approval on July 16, 2019.

The Articles of Incorporation for Gator Trace Homeowners Association, Inc. are amended as follows:

1. NAME. The name of the corporation is GATOR TRACE HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," the Gator Trace Declaration of Covenants and Restrictions as "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

2. PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes (the "Act") for the operation of that certain community located in St. Lucie County, Florida, and known as Gator Trace (the "Property").

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration and the Act, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association shall include the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by the Declaration, these Articles, and the Bylaws (all as amended from time to time), and all of the powers and duties reasonably necessary to operate the Property including but not limited to the power:

4.2.1 To make and collect Assessments and other charges, fines or fees against Members, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Property.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Property and other property acquired or leased by the Association.

4.2.4 To purchase insurance upon the Property and insurance for the protection of the Association, its Officers, Directors, Committee Members, and Members as Owners.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety, and welfare of the Owners.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Lots as may be provided by the Declaration.

4.2.7 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations of the Association.

4.2.8 To contract for the management of the Property and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Property.

4.2.10 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property or income, including but not limited to Assessments in accordance with the Bylaws.

4.2.11 To designate, in their sole discretion, this corporation as the association for additional lands and/or constructions to build or to be built on adjacent property, by appropriate corporate action.

4.3 Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Act, the Declaration, these Articles and the Bylaws.

4.4 Distribution of income. The Association shall make no distribution of income to its members, Directors or Officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS. The Members of the Association shall be the record owners of fee title to the Lots. In the case of a Lot subject to an agreement for deed, the purchaser in possession shall be deemed the owner of the Lot for purposes of determining voting, assessment and use rights.

5.1 Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

6. TERM OF EXISTENCE. The Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised exclusively by the Board of Directors, subject only to approval by Owners when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of 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.

9. BYLAWS. The Bylaws of this Association may be altered, amended, or repealed in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, a majority of the Directors, or by ten percent (10%) of the entire Voting Interests.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ___ FOR PRESENT TEXT."

10.3 Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of a majority of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of a majority of the entire Voting Interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for a membership vote.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the St. Lucie County Public Records according to law and filed with the Department of State according to law.

10.6 Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration. Whenever Chapter 720, Florida Statutes, Chapter 617, Florida Statutes or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors without a vote of the Owners, may adopt by majority vote, amendments to these Articles of Incorporation as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 617 and 720 of the Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

10.7 Proviso. Provided, however, that no amendment shall change the configuration of any Lot, or increase the Owner's proportionate share of the Common Expenses, unless the record Owner of the Lot concerned and all record Owners of the mortgages on such Lot shall join in the execution of the amendment, and all other Owners approve the amendment.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

IN WITNESS WHEREOF, the undersigned has caused these to be signed by its President and its Secretary this 11th day of November, 2019.

WITNESSES:

Edward V. Cox
Witness #1 Signature

Edward V. Cox
Witness #1 Printed Name

[Signature]
Witness #2 Signature

John A. Adams
Witness #2 Printed Name

Edward V. Cox
Witness #1 Signature

Edward V. Cox
Witness #1 Printed Name

[Signature]
Witness #2 Signature

John A. Adams
Witness #2 Printed Name

Gator Trace Homeowners Association, Inc.

By: JOHN K. ENGEL
President

[Signature]

By: Roseanna Rynca
Secretary

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 11th day of November, 2019 by John Engel as President of Gator Trace Homeowners Association, Inc., ☒ who is personally known to me or ☐ who has produced identification [Type of Identification: Linda W. Cox].

Notary Seal



NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG121327
Expires 9/9/2021

Linda W. Cox
Notary Public

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 11th day of November, 2019 by Roseanna Rynca as Secretary of Gator Trace Homeowners Association, Inc., ☒ who is personally known to me or ☐ who has produced identification [Type of Identification: Linda W. Cox].

Notary Seal



Linda W. Cox
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG121327
Expires 9/9/2021

Linda W. Cox
Notary Public