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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

AUG 20 2015
T. LEMIEUX

*Amey
Revised*

To: Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Black Bear Reserve Irrigation Corporation

Date: 6 August 2014

Enclosed for filing are an original and two copies of Black Bear Reserve Irrigation Corporation's Amended and Restated Articles of Incorporation, and a check for \$43.75.

Please provide a certified copy to:

Deborah Spicer, President
Black Bear Reserve Irrigation Corporation
36744 Alaqua Ct.
Eustis, FL 32736

BLACK BEAR RESERVE IRRIGATION CORPORATION

A Florida Non-profit Corporation

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Black Bear Reserve Irrigation Corporation, a Florida non-profit corporation, hereby certifies as follows:

1. The Corporation was originally incorporated on March 31, 2011.
2. The Corporation filed Articles of Amendment to its Articles of Incorporation on September 6, 2012.
3. These Amended and Restated Articles of Incorporation restate, integrate and amend the provisions of the Articles of Incorporation of this Corporation. Matters of only historical interest have been omitted. Amendments have been added pursuant to Chapter 617, Florida Statutes.

ARTICLE I **NAME**

1.01 Name

The name of this corporation shall be "Black Bear Reserve Irrigation Corporation."

ARTICLE II **DURATION**

2.01 Duration

The period of duration of the Corporation is perpetual.

ARTICLE III **PURPOSE**

3.01 Purpose

Black Bear Reserve Irrigation Corporation is a non-profit corporation and shall operate exclusively for the purpose of providing irrigation service to its members.

3.02 Mutual Irrigation Company

The Corporation is designated as a tax-exempt "mutual irrigation company" as that term is used in Section 501(c)(12) of the Internal Revenue Code.

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ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

The Corporation is organized exclusively to provide irrigation service to its members on a mutual, non-profit basis.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of the Corporation, of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Corporation, gains from the sale of any appreciated assets shall be distributed to all persons who were members during the period that the organization owned the assets, in proportion to the amount of business done by the members during that period.

4.04 Prohibited Distributions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to (a) pay reasonable compensation for services rendered; (b) make such refunds to members, prior to a dissolution or liquidation, if deemed necessary by the Board of Directors to establish or preserve the Corporation's tax exempt status, and any such refund shall not constitute a dividend or a distribution of income or profit for purposes of Section 617.0505, Florida Statutes (2014); (c) to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof; and (d) make distributions required or permitted upon termination or dissolution of the Corporation.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described by Section 501(c)(12) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

The Corporation shall be governed by its board of directors, who shall be elected as provided in the Bylaws.

ARTICLE VI **MEMBERSHIP**

6.01 Membership

Membership shall be limited to the Black Bear Reserve Homeowner's Association, Inc. Each member shall be entitled to vote on each matter submitted to a vote of the members, however, there shall be no more than one vote per service connection.

ARTICLE VII **AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII **REGISTERED OFFICE AND AGENT**

8.01 Corporate Office and 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.

CERTIFICATE OF ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION

I HEREBY CERTIFY that the above Amended and Restated Articles of Incorporation of Black Bear Reserve Irrigation Corporation have been adopted by the members in accordance with the provisions of Chapter 617, Florida Statutes, and the number of votes cast for the amendments were sufficient for approval.

WITNESSES:

Lily Li
Signature

Lily Li
Printed Name

Don Doyle
Signature

Noreen Doyle
Printed Name

BLACK BEAR RESERVE
IRRIGATION CORPORATION

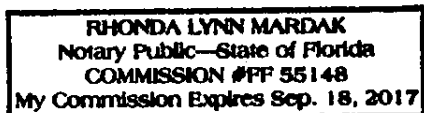
By: Deborah Spicer, President
Deborah Spicer, President

Date: 08.06.2014

(CORPORATE SEAL)

State of Florida
County of Lake

The foregoing instrument was acknowledged before me this 6 day of Aug, 2014, by Deborah Spicer as President of Black Bear Reserve Irrigation Corporation, a Florida Not for Profit Corporation, on behalf of the Corporation. She is personally known to me or has produced FL DL as identification and did/did not take an oath.



Rhonda Lynn Mardak
Notary Public

Rhonda Lynn Mardak
Printed Name

My commission expires: Sept 18, 2017