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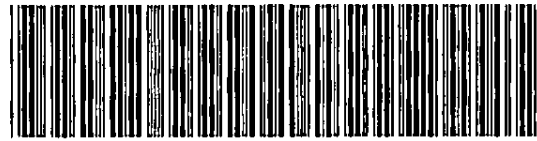
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2022 FEB 24 PM 1:21

U.S. DEPARTMENT OF THE TREASURY  
INTERNAL SECURITY DIVISION

*Amended*  
*Restated*  
*Art.*

X

Dr. 01-22-22



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 16, 2021

MCKINNON & HAMILTON, PLLC  
ATTN: CHARLES W MCKINNON, ESQ  
3055 CARDINAL DRIVE SUITE 302  
VERO BEACH, FL 32963

SUBJECT: OLD OAK LANE HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: N12000009650

We have received your document for OLD OAK LANE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You cannot file two document under the one filing. You need file amended and Restate Articles by itself. Do not include our form. Please remove the heading "Article of Amendment to Articles of Incorporation" on the notarized signature page.

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.

Yasemin Y Sulker  
Regulatory Specialist III

Letter Number: 521A00030445

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Old Oak Lane Homeowners Association, Inc.

DOCUMENT NUMBER: N12000009650

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles W. McKinnon, Esq.

(Name of Contact Person)

McKinnon & Hamilton, PLLC

(Firm/ Company)

3055 Cardinal Drive, Suite 302

(Address)

Vero Beach, Florida 32963

(City/ State and Zip Code)

sjewmlaw@bellsouth.net

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

For further information concerning this matter, please call:

Charles W. McKinnon

772

231-3770

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
OLD OAK LANE HOMEOWNERS ASSOCIATION, INC.

2022 FEB 24  
1:21 PM  
FILED

These are the Amended and Restated Articles of Incorporation for Old Oak Lane Homeowners Association, Inc. For historical reference, the street address of the initial principal office was 277 Royal Poinciana Way, #156, Palm Beach, Florida 33480. The name of the original Incorporator and their address at the time of incorporation were Alan I. Armour, II, 1645 Palm Beach Lakes Blvd., Suite 1200, West Palm Beach, Florida 33401. The street address of the initial registered office was 1645 Palm Beach Lakes Blvd., Suite 1200, West Palm Beach, Florida 33401 and the name of the initial Registered Agent was Alan I. Armour, II. The name and address of the current Registered Agent are Paradise Association Management, 1209 U.S. Highway 1, Sebastian, Florida 32958. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the Registered Agent, in the manner provided by law.

ARTICLE I  
NAME

The name of the corporation will be OLD OAK LANE HOMEOWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Association will be 1209 U.S. Highway 1, Sebastian, Florida 32958.

ARTICLE III  
PURPOSES AND POWERS

The objects and purposes of the Association are those expressed in the Declaration of Easements, Covenants and Restrictions for Old Oak Lane recorded in Official Records Book 2622, Page 184, in the Public Records of Indian River County, Florida, as thereafter amended and/or supplemented from time to time (the "Declaration").

Capitalized terms not defined in these Articles have the meanings given to them in the Declaration.

The Association has all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration. The Association will also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership, including, without limitation, to contract for the management of the Association and

to delegate to the party with whom such contract has been entered into the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

#### ARTICLE IV CORPORATE EXISTENCE AND DISSOLUTION

The Association was formed on October 9, 2012 with the filing of The Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association will exist in perpetuity.

#### ARTICLE V MEMBERS

Section 1. Membership. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association, as more particularly provided in the Declaration.

Section 2. Voting Rights. The Association shall have one (1) class of voting membership, as more particularly described in the Declaration.

Section 3. General Matters. When reference regarding voting is made herein, or in the Declaration, Bylaws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of the Members, such reference will be deemed to be a reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

#### ARTICLE VI BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association will be administered by a Board of Directors, which will consist of three (3) or five (5) persons.

#### ARTICLE VII AMENDMENTS

Amendments to these Articles of Incorporation require the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members at a membership meeting.

#### ARTICLE VIII INDEMNIFICATION

Section 1. The Association will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director, employee, officer or agent of the Association, against all expenses

(including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or that he/she acted in a manner he/she believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he/she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he/she will be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him/her in connection therewith.

Section 3. The indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, both as to action in his/her official capacity while holding such office or otherwise, and will continue as to a person who has ceased to be director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance will cover any liability asserted against him/her which is enumerated in the policy and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article.

## ARTICLE IX MISCELLANEOUS

Section 1. In the event of any conflict between these Articles of Incorporation and the Bylaws, these Articles will control, and in the event of any conflict between these Articles of Incorporation and the Declaration, the Declaration will control.

Section 2. The Association is not organized for profit, and no part of the net earnings, if any, will inure to the benefit of any Member, person or entity.

Section 3. The Association shall operate, maintain and manage the surface water or

stormwater management system(s) in a manner consistent with any St. Johns River Water Management District (the "District") permit requirements and applicable District rules, and shall assist in the enforcement of the terms of the Declaration which relate to the Surface Water or Stormwater Management System.

Section 4. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

Section 5. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with 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.

This Instrument Prepared by and Return to:  
Charles W. McKinnon, Esq.  
McKinnon & Hamilton, PLLC  
3055 Cardinal Drive, Suite 302  
Vero Beach, FL 32963  
Courthouse Box #79

**CERTIFICATE TO THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
OLD OAK LANE HOMEOWNERS ASSOCIATION, INC.**

THE UNDERSIGNED, being the President and Secretary of OLD OAK LANE HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, hereby certify that at a duly called meeting of the members of Old Oak Lane Homeowners Association, Inc., held on the 15<sup>th</sup> day of November, 2021, in accordance with the requirements of Florida law, the Bylaws of Old Oak Lane Homeowners Association, Inc. and the Declaration of Easements, Covenants and Restrictions for Old Oak Lane, as originally recorded in Official Record Book 2622, beginning at Page 184, Public Records of Indian River County, Florida, and as subsequently amended, not less than two-thirds (2/3) of the total votes of the Members of the Association were affirmatively cast to amend and restate the Articles of Incorporation as attached hereto.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Association have executed this Certificate of Amended and Restated Articles of Incorporation, this 29<sup>th</sup> day of NOVEMBER, 2021.

**OLD OAK LANE HOMEOWNERS  
ASSOCIATION, INC.**

By: \_\_\_\_\_

Peter Cherry, President

(CORPORATE SEAL)

ATTEST:

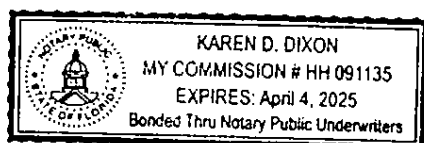
By: \_\_\_\_\_

William Doherty, Secretary

**STATE OF FLORIDA  
COUNTY OF INDIAN RIVER**

I HEREBY CERTIFY that before me, a Notary Public, personally appeared, in physical presence, Peter Cherry and William Doherty, respectively the President and Secretary of Old Oak Lane Homeowners Association, Inc., who ☒ have produced Drivers License as identification or who ☐ are personally known to me to be the persons described in the foregoing instrument and who have acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 29<sup>th</sup> day of November, 2021.



Karen D. Dixon  
Print Name: Karen D. Dixon  
Notary Public, State of Florida at Large (Affix Seal)