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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OFBALMORAL MASTER ASSOCIATION, INC.
(A Corporation Not for Profit)

2016 OCT 18 A 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Doc #: N15000008423

These Amended and Restated Articles of Incorporation of Balmoral Master Association, Inc., a Florida not for profit corporation, dated as of September 15, 2016, are being duly executed and filed by Garrett Kenny, its President, to amend and restate the Association's original articles of incorporation, which were filed on August 27, 2015. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be BALMORAL MASTER ASSOCIATION, INC. (hereinafter referred to as the "Master Association"), and the office for the transaction of its affairs shall be 116 Polo Park East Blvd., Davenport, FL 33897.

ARTICLE II: PURPOSES

This Master Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Master Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Master Association in furtherance of one or more of its purposes. The general purpose of this Master Association is to promote the common interests of the property owners in Balmoral (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Master Association contemplated in the Master Declaration for the Community recorded in the public records of Polk County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties; and
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

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ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a Member of the Master Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. A Homeowner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a Member of the Master Association, and a membership in the Master Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Master Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Master Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control. The Master Association shall have 3 classes of voting membership - Class A, Class B and Class C. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Lots of the Community ("Homeowners") except Declarant. All Class B memberships shall belong to Declarant. The Class C Member shall be the Amenities Owner. Upon termination of Class B membership as provided below, Class A Members shall be all Homeowners, including Declarant so long as such Declarant is a Homeowner. Voting shall be accomplished in accordance with the applicable provisions of the By-Laws. There shall be no cumulative voting for Directors or any other matters.

Class B membership shall cease to exist and shall be deemed to be converted into Class A membership upon the earlier of (a) a triggering event contained in Section 720.307(1) of the Act, or (b) the date that Declarant waives in writing its right to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of the County. Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence. In the event the Corporation is dissolved, the dedicated property and corresponding infrastructure of the Surface Water Drainage and Management System will be conveyed or dedicated to a similar non-profit organization or entity to ensure continued maintenance and operation.

ARTICLE V: MANAGEMENT

The affairs of the Corporation shall be managed by the Board, which shall consist of 3 individuals. Directors shall be elected or appointed for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Master Association, and shall hold office until their respective successors are duly elected and qualified. Election of Directors shall be in accordance with the By-Laws of the Master Association. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Master Association, and such other officers as may, in the opinion of the

Board, from time to time be necessary to adequately administer the affairs of the Master Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Master Association except with respect to those who are elected by the Class B Member. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Master Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Master Association.

Notwithstanding the foregoing, the Class B Member shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class A Members shall be entitled to elect at least one member of the Board (but not a majority of the directors until Transfer of Control has occurred) once (50%) of the Lots in all phases of the Community which will ultimately be operated by the Master Association have been conveyed to the Class A Members.

ARTICLE VI: INITIAL OFFICERS

The names of the officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Garrett Kenny - President
Angela Kenny - Vice-President
Lorcan Claffey - Secretary/Treasurer

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board shall be three (3) and the names and addresses of the members of the current Board, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Garrett Kenny	116 Polo Park East Blvd. Davenport, FL 33897
Angela Kenny	116 Polo Park East Blvd. Davenport, FL 33897
Lorcan Claffey	116 Polo Park East Blvd. Davenport, FL 33897

ARTICLE VIII: BY-LAWS

The By-Laws of the Master Association shall be adopted by the Initial Board, as constituted under Article VII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of 2/3 of the Board, and after notice to the Members, by the majority vote of Class A Members, and the unanimous vote of the Class B Members, present at any regular or special meeting of the membership.

However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any portion of the Property.

ARTICLE IX: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either

the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of (1) a majority of the total voting interests of the Class A Members and (2) the Class B Member.

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any portion of the Property, and (b) no amendment which will affect any aspect of the Surface Water Drainage and Management System shall be effective without the prior written approval of the Southwest Florida Water Management District.

ARTICLE X: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Registered Agent for service of process upon the Master Association is:

CF Registered Agent, Inc.
100 S. Ashley Drive, Suite 400
Tampa, Florida 33602

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CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Balmoral Master Association, Inc. (1) were approved by the directors on September 15, 2016, and (2) the sole member of Balmoral Master Association, Inc. on September 15, 2016.

Dated this 15th day of September, 2016.

WITNESSES:

Name: Tamera Figueroa
 Print Name: Tamera Figueroa

Name: [Signature]
 Print Name: Monifer Rivera

Balmoral Master Association, Inc., a Florida not-for-profit corporation

By: [Signature]
 Garrett Kenny, President
 (Corporate Seal)

STATE OF FLORIDA
 COUNTY OF Dolk

The foregoing instrument was acknowledged before me this 15th day of September, 2016, by Garrett Kenny, as President of Balmoral Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He ☒ is personally known to me or ☐ has provided _____ as identification.

My Commission Expires:
 (AFFIX NOTARY SEAL)



[Signature]
 (Signature)

Name: Rebecca Hagan
 (Legibly Printed or Typed)
 Notary Public, State of Florida

#FF121849
 (Commission Number, if any)

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Balmoral Master Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity.

CF Registered Agent, Inc.

By: _____

Robert L. Green