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Page 1 of 2

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
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ASSOCIATION, IN**

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H16000257773 3

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE TOWNHOMES AT BALMORAL HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

Doc #: N15000008462

These Amended and Restated Articles of Incorporation of The Townhomes at Balmoral Homeowners 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 617.1004 of the Florida Not For Profit Corporation Act.

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be The Townhomes at Balmoral Homeowners Association, Inc. (the "Townhomes Association"), and its office for the transaction of its affairs shall be 116 Polo Bank East Blvd., Davenport, FL 33897.

ARTICLE II: PURPOSES

This Townhomes 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 Townhomes 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 Townhomes Association in furtherance of one or more of its purposes. The general purpose of this Townhomes Association is to promote the common interests of the property owners in The Townhomes at Balmoral (the "Neighborhood"), and the specific purpose is to perform the functions of the Townhomes Association contemplated in the Declaration of Covenants and Restrictions for the Neighborhood 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 Townhomes 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 Townhomes 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 (including, but not limited to, the maintenance, repair and replacement of any portion of the Surface Water Drainage and Management System for which the Townhomes Association (not the Master Association) has responsibility, if any, as exempted or permitted by the WMD); and

H16000257773 3

(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.

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 Townhomes 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 Townhomes Association, and a membership in the Townhomes 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 Townhomes 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 Townhomes Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control. The Townhomes Association shall have 2 classes of voting membership - Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Lots of the Neighborhood ("Homeowners") except Declarant. All Class B memberships shall belong to Declarant. 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 Bylaws. 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 Bylaws 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.

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 Bylaws of the Townhomes Association, and shall hold office until their respective

successors are duly elected and qualified. Election of Directors shall occur in accordance with the Bylaws. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Townhomes 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 Townhomes 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 Townhomes Association except with respect to those who are elected by the Class B Members. 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 Bylaws of the Townhomes Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Townhomes Association.

ARTICLE VI: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the Bylaws 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: BYLAWS

The Bylaws of the Townhomes Association have been or shall be adopted by the Board of Directors at a duly-called meeting of the Board. Thereafter, the Bylaws may be altered, amended, or rescinded only in the manner provided in the Bylaws.

ARTICLE IX: AMENDMENTS

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

(a) Prior to Transfer of Control, the Board of Directors shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the directors (and no vote of the Master Association membership or approval by any party shall be required for such an amendment to become effective, except as may be otherwise specifically required herein).

(b) Subsequent to Transfer of Control, the Board of Directors shall adopt a resolution setting forth the proposed amendment, and the Board shall direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each

H16000257773 3

Member of record entitled to vote thereon within the time and in the manner provided herein 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. At such meeting, a vote of the total voting interests eligible to vote thereon shall be taken on the proposed amendment, and the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Master Association.

(c) No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to Declarant under the Governing Documents without the written consent of Declarant.

(d) Notwithstanding the foregoing, (1) no amendment to these 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 Lots or Parcels in the Neighborhood, and (2) no amendment to these Articles of Incorporation which will affect any aspect of the Surface Water Drainage and Management System as contained in part on the Property shall be effective without the prior written approval of the WMD.

ARTICLE X: REGISTERED OFFICE AND AGENT

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

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

H16000257773 3

CERTIFICATE OF AMENDMENT

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

Dated this 15th day of September, 2016.

WITNESSES:

The Townhomes at Balmoral Homeowners Association, Inc., a Florida not-for-profit corporation

Name: Tamara FigueroaPrint Name: Tamara FigueroaName: Jeffrey RiveraPrint Name: Jeffrey RiveraBy: Garrett Kenny

Garrett Kenny, President

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF Polk

The foregoing instrument was acknowledged before me this 15th day of September, 2016, by Garrett Kenny, as President of The Townhomes at Balmoral Homeowners 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)



Rebecca Hagan
(Signature)

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

#FF121849
(Commission Number, if any)

H16000257773 3

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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

CF Registered Agent, Inc.

By: _____

