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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**CENTURY LAKE TOWNHOMES HOMEOWNER ASSOCIATION,**  
**INC.**

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November 6, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
CENTURY LAKE TOWNHOMES HOMEOWNER ASSOCIATION, INC.  
7563 PHILIPS HIGHWAY  
SUITE 109  
JACKSONVILLE, FL 32218US

SUBJECT: CENTURY LAKE TOWNHOMES HOMEOWNER ASSOCIATION, INC.  
REF: N17000000064

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Your entity was administratively dissolved or its certificate of authority was revoked for failure to file the annual report/uniform business report as required by law. To reinstate this entity complete the enclosed application/report form.

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Yasemin Y Sulker  
Regulatory Specialist III

FAX Aud. #: H20000384597  
Letter Number: 020A00022343

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CENTURY LAKE TOWNHOMES HOMEOWNER ASSOCIATION, INC.**

(A FLORIDA NOT-FOR-PROFIT CORPORATION)

Document No. N17000000064

In compliance with the requirements of the laws of the State of Florida, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is CENTURY LAKE TOWNHOMES HOMEOWNER ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association").

2. Principal Office. The principal office of the Association is 5001 Plaza on the Lake, Suite 200, Austin, Texas 78746.

3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 1201 Hays Street, Tallahassee, Florida 32301. The name of the Registered Agent of the Association is:

CORPORATION SERVICE COMPANY

I hereby am familiar with and accept the duties and responsibilities as registered agent for the above-stated corporation.

By: April Miller  
Title: Assistant Secretary  
Print Name: April Miller

4. Definitions. The COMMUNITY DECLARATION FOR CENTURY LAKE TOWNHOMES (the "Declaration") will be recorded in the Public Records of St. Johns County, Florida, and shall govern all of the operations of a community to be known as CENTURY LAKE TOWNHOMES. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of the Association. The Association is formed to: (i) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (ii) perform the duties delegated to it in the Declaration, Bylaws and these Articles; and (iii) administer the interests of the Association and the Owners.

6. Not for Profit. The Association is a not-for-profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1 To perform all the duties and obligations of the Association set forth in the Declaration and Bylaws, as herein provided;

7.2 To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and CENTURY LAKE TOWNHOMES;

7.3 To operate and maintain the Stormwater Management System (the "SMS"). The Association shall operate, maintain and manage the SMS in a manner consistent with the Permit

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requirements and applicable St. Johns River Water Management District ("SJRWMD") rules, and shall assist in the enforcement of the provisions of the Declaration that relate to the SMS. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the SMS. Assessments shall be used for the maintenance and repair of the SMS and mitigation or preservation areas, including, but not limited to, work within retention areas, drainage structures, and drainage easements;

7.4 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and Bylaws;

7.5 To pay all Operating Expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

7.6 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration;

7.7 To borrow money, (a) upon the approval of a majority of the Board; and (b) fifty-one percent (51%) of the Voting Interests present (in person or by proxy) at a duly called meeting of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, including without limitation, the right to collateralize any such indebtedness with the Association's Assessment collection rights;

7.8 To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of CENTURY LAKE TOWNHOMES to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration;

7.9 To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

7.10 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, CENTURY LAKE TOWNHOMES, the Common Areas, Lots, Parcels and Homes as provided in the Declaration and to effectuate all of the purposes for which the Association is organized;

7.11 To have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes by law may now or hereafter have or exercise;

7.12 To employ personnel and retain independent contractors to contract for management of the Association, CENTURY LAKE TOWNHOMES, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association;

7.13 To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Areas, and CENTURY LAKE TOWNHOMES, as provided in the Declaration, such as, but not limited to, telecommunications services, maintenance, garbage pick-up, and utility services;

7.14 To establish committees and delegate certain of its functions to those committees; and

7.15 To have the power to sue and be sued.

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8. Voting Rights. Owners and the Declarant shall have the voting rights set forth in the Declaration.

9. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) or more than five (5) members. The initial number of Directors shall be three (3). Board members shall be appointed and/or elected as stated in the Bylaws. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Andrew Flahive	5001 Plaza on the Lake, Suite 200 Austin, Texas 78746
Victoria Husband	5001 Plaza on the Lake, Suite 200 Austin, Texas 78746
Joseph V. Gatti	5001 Plaza on the Lake, Suite 200 Austin, Texas 78746

10. Dissolution. In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association, to manage the Common Areas in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association. In the event of termination, dissolution or final liquidation of the Association, the responsibility of the operation and maintenance of the SMS must be transferred to, and accepted by, an entity that would comply with Rule 62-330.310, Florida Administrative Code (2020), and the Environmental Resource Permit Applicant's Handbook Volume I, Section 12.3, and be approved in writing by SJRWMD prior to such termination, dissolution or liquidation.

11. Duration. Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

12. Amendments.

12.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of the Declarant unless such amendment receives the prior written consent of the Declarant, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2 Amendments. Subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) a majority of the Board; and (ii) fifty-one percent (51%) of the Voting Interests present (in person or by proxy) at a duly called meeting of the members.

12.3 Compliance with HUD, FHA, VA, FNMA, GNMA and SJRWMD. The Declarant shall have the right to amend these Articles, from time to time, to make such changes, modifications and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, GNMA, SJRWMD, or any other governmental agency or body as a condition to, or in connection with such agency's or body's regulatory requirements or agreement to make, purchase, accept, insure, guaranty or otherwise approve loans secured by mortgages on Lots. No approval or joinder of the Association, other Owners, or any other party shall be required or necessary to such amendment. Subject to the general

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restrictions on amendments set forth above, the Board shall have the right to amend these Articles, from time to time, to make such changes, modifications and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, GNMA, SJRWMD or any other governmental agency or body as a condition to, or in connection with such agency's or body's regulatory requirements or agreement to make, purchase, accept, insure, guaranty or otherwise approve loans secured by mortgages on Lots. No approval or joinder of the Owners, or any other party shall be required or necessary to any such amendments by the Board. Any such amendments by the Board shall require the approval of a majority of the Board.

13. Limitations.

13.1 Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2 Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of the Declarant.

13.3 Bylaws. These Articles shall not be amended in a manner that conflicts with the Bylaws.

14. Officers. The Board shall elect a President, Vice President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President: Andrew Flahive	5001 Plaza on the Lake, Suite 200 Austin, Texas 78746
Vice President: Victoria Husband	5001 Plaza on the Lake, Suite 200 Austin, Texas 78746
Vice President/Secretary: Joseph V. Gatti	5001 Plaza on the Lake, Suite 200 Austin, Texas 78746
Treasurer: Dallas Lucas	5001 Plaza on the Lake, Suite 200 Austin, Texas 78746

15. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

16. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its Directors or Officers or the Declarant, or between the Association and any other corporation, partnership, the Association, or other organization in which one (1) or more of its Officers or Directors are Officers, Directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any

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such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

[SIGNATURES ON THE FOLLOWING PAGE]

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The date of adoption of the amendment(s) was: November 2, 2020.

Effective date: November 7, 2020.


Adoption of Amendment(s):


         the amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

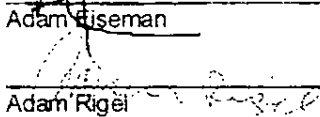
  X   there are no members entitled to vote on the amendment(s), and the amendment(s) was (were) adopted by the Board of Directors.

The undersigned, being the Board of Directors, hereby approve, by unanimous written consent, these Amended and Restated Articles of Incorporation on this 2 day of November, 2020.

APPROVED AND CONSENTED TO:

  
\_\_\_\_\_  
Alex Bifakis

  
\_\_\_\_\_  
Adam Riseman

  
\_\_\_\_\_  
Adam Rigel

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