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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ADLER CREEK PROPERTY OWNERS ASSOCIATION, INC.**

Certificate of Status	1
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ADLER CREEK PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

2019 DEC-5 11:18:52

These Amended and Restated Articles of Incorporation of **ADLER CREEK PROPERTY OWNERS ASSOCIATION, INC.**, (the "Association"), dated as of October 30, 2019, are being duly executed and filed by J. Thomas Dodson, as president, to amend and restate the Association's original articles of incorporation, which were filed on October 30, 2019. 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; DEFINITIONS

The name of this corporation shall be **ADLER CREEK PROPERTY OWNERS ASSOCIATION, INC.** (the "Association"), and its initial office for the transaction of its affairs shall be 700 Ponte Vedra Lakes Boulevard, Ponte Vedra Beach, Florida 32082. Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Master Drainage Declaration at Adler Creek to be made by **ADLER CREEK, LLC** ("Declarant"), and to be recorded in the public records of St. Johns County, Florida, as the same may be amended from time to time (the "Declaration").

ARTICLE II: DUTIES & PURPOSES

This 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 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 Association in furtherance of one or more of its purposes.

The general purpose of this Association is to promote the common interests of the owners of the Property pertaining to drainage functions, and the specific purpose is to perform the functions of the Association contemplated in the Declaration, 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 Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments for the costs of maintenance and operation of the Stormwater Management System (as defined in the Declaration), as set forth in the Declaration. The assessments shall be used for the maintenance and repair of the Stormwater Management System and mitigation or preservation areas including, but not limited to, work within retention areas, drainage structures, and drainage easements;

(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 Association;

(g) 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;

(h) Operate and maintain the Stormwater Management System facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains, and compensation areas, as applicable; and

(i) Contract for services to provide for operation and maintenance of the Stormwater Management System facilities if the Association contemplates employing a maintenance company.

The Association shall operate, maintain, and manage the Stormwater Management System in a manner consistent with the requirements of Agency Permit No. 140150-4 and applicable rules of SJRWMD, and shall assist in the enforcement of the covenants contained in the Declaration. The Association or its successors and assigns shall levy and collect adequate assessments against members of the Association or its successors and assigns for the costs of maintenance and operation of the Stormwater Management System facilities.

The Association shall comply, as applicable, with Florida law, including, but not limited to, Chapter 617, Florida Statutes.

ARTICLE III: MEMBERSHIP

Declarant shall be the sole member of the Association.

ARTICLE IV: TERM OF EXISTENCE

The Association shall have perpetual existence. In the event the Association is dissolved, the Association shall ensure that the maintenance of the Stormwater Management System facilities, is delegated, transferred or assigned to an appropriate governmental unit or public utility and, if not accepted, then the Stormwater Management System facilities shall be conveyed to a similar not-for-profit corporation acceptable to SJRWMD.

ARTICLE V: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

Joel B. Giles, Esquire
Carlton Fields, P.A.
4221 West Boy Scout Boulevard, Suite 1000
Tampa, Florida 33607-5736

ARTICLE VI: MANAGEMENT

The affairs of the Association shall be managed by its board of directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the bylaws or by the board of directors from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the board of directors in the last quarter of each fiscal year in the manner prescribed in the bylaws, and shall hold office until their respective successors are duly elected and qualified. The board of directors shall elect a president, a vice president, and a secretary-treasurer, and such other officers as may, in the opinion of the board of directors, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the board of directors or until their successors are duly elected and qualified. Officers may be directors. Any individual may hold two (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 of directors or the bylaws of the Association. Vacancies occurring on the board of directors and among the officers shall be filled in the manner prescribed by the bylaws of the Association.

ARTICLE VII: 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:

J. Thomas Dodson	President
Arthur E. Lancaster	Vice President and Secretary-Treasurer
John Dodson	Assistant Secretary-Treasurer

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial board of directors of the Association shall be three (3) and the names and addresses of the members of such first board of directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the bylaws, are the following:

J. Thomas Dodson	700 Ponte Vedra Lakes Boulevard Ponte Vedra Beach, Florida 32082
Arthur E. Lancaster	700 Ponte Vedra Lakes Boulevard Ponte Vedra Beach, Florida 32082
John Dodson	700 Ponte Vedra Lakes Boulevard Ponte Vedra Beach, Florida 32082

ARTICLE IX: BY-LAWS

The bylaws of the Association shall be adopted by the initial board of directors, as constituted under Article VIII above, at the organizational meeting of the board of directors. Thereafter, the bylaws may be altered, amended, or rescinded only in the manner provided in the bylaws.

ARTICLE X: AMENDMENTS

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

(a) The board of directors 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 bylaws) 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 a majority of voting interests.

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 bylaws 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 part of the Property (which consent shall not be unreasonably withheld), and (b) no amendment which will affect any aspect of the Stormwater Management System facilities located on the Property shall be effective without the prior written approval of the St. Johns River Florida Water Management District.

ARTICLE XI: REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent for service of process upon the Association are:

CF REGISTERED AGENT, INC.
100 S. Ashley Drive, Suite 400
Tampa, Florida 33602.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that (1) these Amended and Restated Articles of Incorporation of Adler Creek Property Owners Association, Inc., contain amendments to the original articles of Incorporation requiring member approval, (2) there are no members entitled to vote on a proposed amendment, and (3) these Amended and Restated Articles of Incorporation of Adler Creek Property Owners Association, Inc., were adopted by the board of directors of the Association as of October 30, 2019.

Dated this 30th day of October, 2019.

**ADLER CREEK PROPERTY OWNERS
ASSOCIATION, INC.**

By: 

J. THOMAS DODSON,
Its President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Effective as of the 30th day of October, 2019.

REGISTERED AGENT:

CF REGISTERED AGENT, INC.

By: 

JOEL B. GILES,
its Authorized Agent