

N21000006185

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

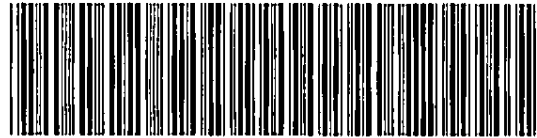
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600372189916

09/17/21--01017--012 **43.15

FILED

2021 SEP 17 PM 6:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 29 2021

S. PRATHER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LANDMARK BAPTIST CHURCH, INC. _____

DOCUMENT NUMBER: N21000006185 _____

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

Please return all correspondence concerning this matter to the following:

CHRISTOPHER A DESROCHERS ESQ

(Name of Contact Person)

CHRISTOPHER A DESROCHERS PL

(Firm/ Company)

2504 AVENUE G NW

(Address)

WINTER HAVEN FL 33880

(City/ State and Zip Code)

CADLAWFIRM@HOTMAIL.COM

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

For further information concerning this matter, please call:

CHRISTOPHER DESROCHERS 863 299-8309

(Name of Contact Person) at (Area Code) (Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LANDMARK BAPTIST CHURCH, INC.

FILED
2021 SEP 17 PM 6:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts the following amendments to its Articles of Incorporation:

I. The previously adopted Articles of Incorporation of Landmark Baptist Church, Inc., are hereby deleted and replaced with the following:

ARTICLE I

NAME

The name of the corporation is LANDMARK BAPTIST CHURCH, INC., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 2020 E. Hinson Ave., Haines City, FL 33844.

ARTICLE III

PURPOSES AND POWERS

The Association has been formed as a nonprofit corporation to provide for the ownership, maintenance, preservation and architectural control of the residential lots and certain common and dedicated properties located in a development known as Landmark Baptist Village. (The "Properties") situated in or about Haines City, Florida, as described in the master Declaration of Covenants, Conditions and Restrictions of Landmark Baptist Village, together with any amendments thereto (the "Declaration") which has been filed in the Public Records of Polk County, Florida, a copy of which is presently filed in the offices of Landmark Baptist Church, Inc., of Haines City, Florida (also sometimes known as "Landmark Baptist Church, Inc."), ("Church" or "the Church") in Haines City, Florida, and to perform other specific purposes and powers as set forth below, and to be more fully set forth in the Declaration. The Association will not permit pecuniary gain or profit to the members nor distribution of its income to its officers or directors.

PURPOSES: The Association shall exist for all of the following purposes:

(g) To dedicate, sell or transfer all or any part of the Common Areas and the Dedicated Areas and any other common area or assets owned by the Association to any Public agency, authority, or utility for such purposes and subject to conditions as may be agreed to by a majority of the Members present at a membership meeting duly called and noticed for such a purpose;

(h) To participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional Common Areas or Dedicated Areas, provided further that no such assent shall be required as a condition to accepting conveyance of Common Areas pursuant to the Declaration or to accepting conveyance of Dedicated Areas pursuant to the Declaration;

(i) Subject always to the Declaration, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Nonprofit Corporation Law and under general law;

(j) To operate and maintain the surface water management system as permitted by the Southwest Florida Water Management District and any other governing body, including, but not limited to, all lakes, retention areas, culverts and related appurtenances;

(k) Operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District and any other governing body, including, but not limited to, all lakes, retention areas, culverts and related appurtenances; and

(l) To annex, merge, bring in, join with, or otherwise incorporate or add such other lands and developments into the jurisdiction of the Association and into the recognized Properties of the Association as the Board of Directors shall determine reasonable to do under the circumstances; however, such actions shall be conditioned upon the affirmative vote of at least three members of the Association.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a lot or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including those purchasing under an agreement for deed or other contract construed as a mortgage in the State of Florida, shall be a member of the Association. Those holding mere legal title under an agreement for deed or other contract construed as a mortgage in the State of Florida shall not be considered a member of the Association. The provisions of this Article are not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot. It is understood that each unimproved lot shall consist of one lot and each lot upon which a single-family dwelling is construed shall consist of one lot. In addition, and pursuant to the CCRs, the membership of the Church are also members

the meeting. At any such rescheduled and renoticed membership meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally scheduled and notified. The members presented at a duly constituted meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who need not be Members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association or by resolution of the Board of Directors of the Association, but shall never be less than three (3) directors or more than nine (9). The Directors are appointed or elected as stated in the bylaws and the duly promulgated rules and regulations of the Association. The names and addresses until the selection of their successors are:

Victor R. Grafton, Sr., 2020 E. Hinson Ave., Haines City, FL 33844.
Dr. Randolph A. Smith, 2020 E. Hinson Ave., Haines City, FL 33844.
Wallace A. Roberts, 2020 E. Hinson Ave., Haines City, FL 33844.
Brian D. Baker, 2020 E. Hinson Ave., Haines City, FL 33844.
Terrence Donohue, 2020 E. Hinson Ave., Haines City, FL 33844.
Barry Edward Parsons, 2020 E. Hinson Ave., Haines City, FL 33844.

The directors may, by bylaw or resolution, fix the term of office for all directors, as well as provide for qualifications for Board members and Board membership. However, unless contrary provisions are made by bylaw or resolution, each director's term of office shall be for one (1) year, but all directors shall continue in office until their successors are duly elected and installed. There shall be held at each annual meeting of the Association an election of directors. Directors may serve successive annual terms without limitation.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by a president, vice president, a secretary, a treasurer, and such other officers as may be designated in the Bylaws. A person may hold more than one officer position, and an officer need not be a Member of the Association. All officers serve at the will of the Board of Directors, who may appoint and remove any officer at any time with or without cause. The names and addresses of the officers who shall serve prior to the first appointment by the Board of Directors are as follows:

President: Victor R. Grafton, Sr., 2020 E. Hinson Ave., Haines City, FL 33844.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by eighty percent (80%) of the membership, together with the consent of any governmental entity who is also required to consent to the dissolution. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association. A suitable and lawful dedication of all Association assets is a condition precedent to any dissolution of this Association.

ARTICLE X

INDEMNIFICATION

The Association shall, and does hereby, indemnify any persons ("indemnitees") for any and all liability arising from their official capacities or from any acts committed or failure to act by them in their official capacities as officers or directors of the Association, including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of their duty to the Association, and resulting from judgments, fines, or amounts paid in settlement which are incurred in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether such action, suit, proceeding is commenced during or subsequent to their tenure as officers or directors of the Association ("Actions"). This Article shall not be construed in any way so that this Article violates any governing law.

The Association will reimburse indemnities for any and all actual and reasonable expenses, including, without limitation, attorneys' fees and court cost in trial and appellate tribunals ("Expenses") as incurred by indemnitees in actions. Notwithstanding anything to the contrary herein, the Association will not indemnify indemnitees for any liability or expenses incurred for actions for which indemnification by the Association is not permitted under general law. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which indemnitees are entitled including, without limitation, those rights conferred by general law.

ARTICLE XI

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be amended, revised, or revoked, in whole or in part, at any time, by a vote of two-thirds (2/3) of the members

ARTICLE XVI

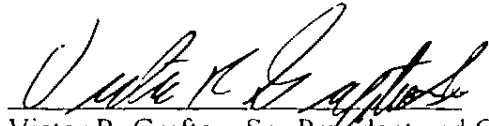
DEFINITIONS

For the purposes of these Articles, the following definitions shall control:

1. "Governing documents" shall mean the a) Declaration of Covenants, Conditions and Restrictions of Landmark Baptist Village, recorded in OR Book 2428, Page 0437, Public Records of Polk County, Florida, together with any amendments thereto ("the CCRs"); b) these Articles, together with any amendments thereto; c) the Bylaws, together with any amendments thereto; and d) any duly promulgated rule, regulation, or policy statement of the Board of Directors of any of its committees, together with any amendments thereto.

There are no members or members entitled to vote on the amendments. The amendments were approved by the Board of Directors.

Dated this 12 day of September, 2021.



Victor R. Grafton, Sr., President and Chairperson of the Board

FILED
2021 SEP 17 PM 6:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA