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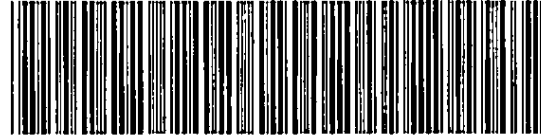
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*Amended &
Restated
Articles*

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2021 NOV -9 AM 9:51
STATE OF TEXAS
SECRETARY OF STATE

FILED

A. RAMSEY
DEC 01 2021

SAUL EWING
ARNSTEIN
& LEHR^{LLP}

Steven Daniels
Steven.Daniels@saul.com
www.saul.com

November 5, 2021

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Kingsgate Center Commercial Property Owners Association, Inc.

Dear Sir/Madam:

Enclosed for filing with the Division of Corporations are Amended and Restated Articles of Incorporation of Kingsgate Center Commercial Property Owners Association, Inc., together with Check No. 8165 in the amount of \$35.00 representing the filing fee.

If you have any questions or require any further information, please feel free to contact me.

Very truly yours,


Steven L. Daniels

Enclosures

515 N. Flagler Drive • Suite 1400 • West Palm Beach, FL 33401
Phone: (561) 833-9800 • Fax: (561) 655-5551

DELAWARE FLORIDA ILLINOIS MARYLAND MASSACHUSETTS NEW JERSEY NEW YORK PENNSYLVANIA WASHINGTON, DC

A DELAWARE LIMITED LIABILITY PARTNERSHIP

39213046.1

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KINGSGATE CENTER COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC.

2021 NOV -9 AM 9:52

ST. LUCIE COUNTY, FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be KINGSGATE CENTER COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC. ("Association").

ARTICLE II
DEFINITIONS

Unless the context shall mean otherwise, the terms used herein and in the By-Laws shall have the same meaning, if any, as that ascribed to them in the Declaration of Easement, Covenants, Conditions, and Restrictions for Kingsgate Center, recorded or to be recorded in the Public Records of St. Lucie County, Florida (the "Declaration").

ARTICLE III
PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate the commercial project at Orange and Kings Highway in Ft. Pierce, Florida (referred to herein as the "Project"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Project in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration.

B. To act and vote on behalf of its members, as a member of Kingsgate Center Commercial Property Owners Association, Inc.

C. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

D. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

E. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce

the Declaration, the By-Laws and the Rules and Regulations of the Association.

F. To contract for the management of the Project, and other services, where applicable. To contract for bulk security and cable TV or other similar providers depending on available technology.

G. To acquire (through purchase or otherwise), own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Project.

H. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration, the By-Laws and Florida Statutes. The Association shall also have all of the powers of Property Owners Associations under and pursuant to Chapter 720, Florida Statutes, where applicable, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

I. To operate, maintain and manage all common areas and the the surface water or stormwater management system(s) in a manner consistent with the South Florida Management District Permit No. 56-102324 (all sequences) requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

J. To levy and collect adequate assessments against members of the Association for the costs of operation, maintenance and repair of the surface water or stormwater management system, including but not limited to, work within retention areas, drainage structures and drainage easements.

K. All powers set forth in section 617.0302 Florida Statutes.

ARTICLE IV MEMBERS

A. Each Lot Owner in the Project, shall automatically be a Member of the Association.

B. Membership, as to all Members, shall commence upon the acquisition of fee simple title to a Lot (as defined in its Declaration) in the Project and shall terminate upon the divestment of title to said Lot.

C. On all matters as to which the membership shall be entitled to vote, each Lot shall be entitled to vote, which vote shall be exercised in the manner provided for by the Declaration and the By-Laws.

D. The share of a Member in the funds and assets of the Association cannot

be assigned, hypothecated or transferred in any manner except as an appurtenance to its Lot.

ARTICLE V
EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI
INCORPORATOR

Steven L. Daniels is the Incorporator of these Articles of Incorporation.

ARTICLE VII
DIRECTORS

A. The Project and Association affairs shall be managed by a Board of Directors composed initially of three persons, in accordance with Article III of the Association's By-Laws. Except for Directors appointed by the Declarant, all Directors shall be a Member, partner or corporate officer of a Member.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board, the remaining Directors shall select a Member or other eligible person, as described herein, to fill the vacancy until the next annual meeting of the membership.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

NAME	ADDRESS
Patrick O'Leary	20411 W. 12 Mile #200 South Field, Michigan 48076
Debbie Montpas	20411 W. 12 Mile #200 South Field, Michigan 48076
Barb Nahs	20411 W. 12 Mile #200 South Field, Michigan 48076

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

NAME	TITLE	ADDRESS
Patrick O'Leary	President	20411 W. 12 Mile #200 South Field, Michigan 48076
Debbie Montpas	Secretary	20411 W. 12 Mile #200 South Field, Michigan 48076
Barb Nahs	Treasurer	20411 W. 12 Mile #200 South Field, Michigan 48076

ARTICLE IX
BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of Blue Peninsula, LLC or mortgagees of Lots without their prior written consent.

ARTICLE X
AMENDMENTS TO ARTICLES

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of no less than 100% of the entire Board of Directors

and by an affirmative vote of the Members having no less than 100% of the votes of the Association.

C. No amendment shall make changes in the qualifications for membership, or the voting rights of the Members, without approval in writing by all Members and the joinder of all record owners of mortgages on Parcels. No Amendment shall be made that is in conflict with the Declaration.

D. A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of Florida Statutes.

ARTICLE XI INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all of the rights to which such Director or Officer may be entitled.


ARTICLE XII DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the South Florida Water Management District prior to such termination, dissolution or liquidation. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to purposes as similar as practically possible to those to which they are required to be devoted by the Association.

ARTICLE XIII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office and mailing address of the Association shall be at 20411 W. 12 Mile, #200, South Field, Michigan 48076 or at such other place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is at 515 N. Flagler Drive, Suite 1400, West Palm Beach FL 33401, and the initial registered agent therein is Steven L. Daniels.

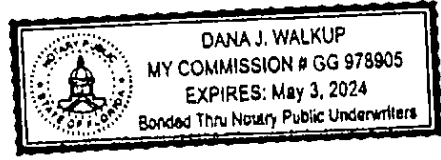
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of November, 2021.

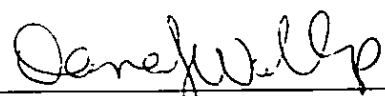

Steven L. Daniels, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 3 day of November, 2021, by Steven L. Daniels as Incorporator, on behalf of Kingsgate Center Commercial Property Owners Association, Inc., who is personally known to me or has produced _____ as identification.

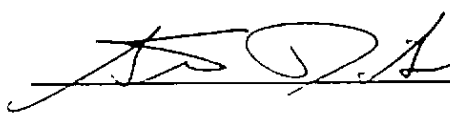
[SEAL]




NOTARY PUBLIC
COMMISSION EXPIRES: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts his appointment as the initial registered agent of Kingsgate Center Commercial Property Owners Association, Inc.



**CERTIFICATE OF AMENDMENT AND RESTATEMENT TO
ARTICLES OF INCORPORATION
FOR
KINGSGATE CENTER COMMERCIAL PROPERTY HOMEOWNERS ASSOCIATION, INC.**

This CERTIFICATE OF AMENDMENT AND RESTATEMENT TO ARTICLES OF INCORPORATION FOR KINGSGATE CENTER COMMERCIAL HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation (the "Articles") is made this 3rd day of NOVEMBER, 2021 by KINGSGATE CENTER COMMERCIAL HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (the "Corporation").

WITNESSETH:

WHEREAS, the Articles were initially filed on September 24, 2021;

WHEREAS, the Amended and Restated Articles of Incorporation were adopted by the Directors. The number of votes cast for the amendments by the Members was sufficient for approval; and

WHEREAS, the Amended and Restated Articles shall become effective upon the filing of this Amendment.

NOW, THEREFORE, the Articles are hereby Amended and Restated as attached hereto:

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Association has caused the execution of this Certificate of Amendment this 30th day of NOVEMBER, 2021.

KINGSGATE CENTER COMMERCIAL
PROPERTY OWNERS ASSOCIATION, INC.
A Florida not-for-profit corporation

By: [Signature]
Patrick O'Leary, President

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me by means of [] physical presence or [] online notarization, this 30th day of November 2021 by Patrick O'Leary, President of Kingsgate Center Commercial Property Owners Association, Inc., a Florida not-for-profit corporation, who is [] personally known to me or [] has produced _____ as identification.

NOTARY SEAL:

[Signature]
NOTARY - PUBLIC

Dana J Walkup
Printed Name of Notary

My Notary Commission Expires:

