

N21 000014448

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

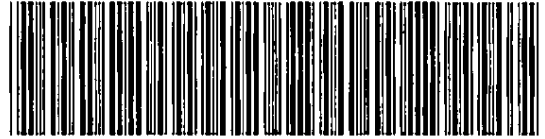
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11/7/2022



NEAL R. KALIS
M. SCOTT KLEIMAN
TAMI R. WOLFE

♦ **MAIN OFFICE**
7320 GRITTIN ROAD, SUITE 109
DAVID, FLORIDA 33314
TELEPHONE (954) 791-0477
FAX (954) 791-0506
E-MAIL INFO@KALAW.US

October 14, 2022

Cleratha Golden
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Akai Estates Homeowners' Association, Inc.
Reference Number N21000014448

Dear Ms. Golden:

In accordance with your August 31, 2022 letter, a copy of which is attached, enclosed please find the corrected Amended Articles of Incorporation, which now reflect no change in the incorporator for Akai Estates Homeowners' Association, Inc.

Please confirm that these may now be filed with the Division of Corporations.

Very truly yours,

M. Scott Kleiman

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 31, 2022

M SCOTT KLEIMAN, ESQUIRE
7320 GRIFFIN ROAD
SUITE 109
DAVIE, FL 33314

SUBJECT: AKAI ESTATES HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: N21000014448

We have received your document for AKAI ESTATES HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 122A00019489

OCT 24 2022

2021.07.24 11:10:15
AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AKAI ESTATES HOMEOWNERS' ASSOCIATION, INC.
(A Florida Corporation Not-for-Profit)

The undersigned hereby executes these Amended and Restated Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 (2020) of the Florida Statutes (the "Florida Not for Profit Corporation Act") and certifies as follows:

ARTICLE I – NAME

The name of this corporation shall be AKAI ESTATES HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual.

ARTICLE II – PURPOSE

The purpose for which the Association is organized is to engage a non-profit organization in protecting the value of the "Property" of the members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Restrictions and Protective Covenants for AKAI ESTATES, as it may be amended from time-to-time (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Broward County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III – POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. 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 and the Declaration as well as all of the statutory powers identified under Chapter 720, Fla. Stat., as amended from time to time.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To own, operate, manage and convey the Common Area in accordance with the purpose and intent contained in the Declaration;

- B. To levy and collect Assessments against Members to defray the General Expenses and other expenses of the Association;
- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace and operate the Common Area, and to maintain any easements (lakes, retention areas, culverts and related appurtenances, etc.) that may exist.
- E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- F. To make and amend the Bylaws for the Association and regulations regarding the use of the Property;
- G. To pay all taxes and other assessments which are liens against the Common Area;
- H. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations and the traffic regulations for the use of the Property;
- I. To establish and maintain such reserve funds, as may be required from time-to-time by the Board of Directors, in accordance with the provisions of the Declaration;
- J. To bring suit and to litigate on behalf of the Association, the Members and the Owners; provided, however, that except as specifically set forth in this Paragraph J, the Association shall not have the power to bring suit to litigate on behalf of the Association, the Members or the Owners without the express prior written consent of at least eighty percent (80%) of the Owners. The foregoing restriction shall not apply to suits or litigation brought on behalf of the Association to collect assessments, enforce liens, bring injunctive action or to otherwise enforce these Articles of Incorporation, the Bylaws, the Declaration, the Rules and Regulations or the traffic regulations promulgated by the Association nor shall this restriction apply to the Association's defense of any suits or litigation brought against the Association. The foregoing restrictions shall not apply while Developer is in control of the Association;
- K. To provide for management and maintenance and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and traffic regulations and maintenance of the Common Area. The Association shall, however, retain at all times the powers and the duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules and the execution of contracts on behalf of the Association;
- L. To possess, enjoy and exercise all powers necessary to implement, enforce and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property;

- M. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the maintenance, operation, management and administration of the Common Area and to enter into any other agreements consistent with the purposes of the Association;
- N. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Common Area in a proper and aesthetically pleasing condition;
- O. To perform any acts required or contemplated by it under the Declaration.
- P. To borrow money in accordance with the Bylaws.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members or Officers of the Association.

Section 4. Limitation. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV – MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all Officers of the Association and no action of the membership of the Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no Director or Officer need be a member of the Association; thereafter, all Directors and Officers must be Members of the Association except such Directors that are appointed by the Developer, as provided herein. The number of Directors constituting the initial Board is three (3) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. The Developer shall be entitled at any time, and from time-to-time, to remove or replace any Director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the Directors shall be elected by the Members of the Association at the annual meeting.

The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Albert A. Yokana	333 Las Olas Way, CU1 Fort Lauderdale, FL 33301
Michael Sochaczewski	Same as above
Jairo Vela	Same as above

ARTICLE VI – OFFICERS

The affairs of the Association shall be managed by the Officers of the Association subject to the directions of the Board. Officers shall be elected by the Board of Directors at the annual organizational meetings of the Directors, as provided in the Bylaws. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, Developer shall have the right to approve all of the Officers elected. The initial Officers shall consist of a President, Vice President, Secretary and Treasurer. The President shall be elected from amongst the Directors, but no other Officer need be a Director. The same person may hold the title of Vice President and Treasurer. However, the offices of President and Secretary may not be held by the same person, nor may the offices of President and Vice President be held by the same person. Officers shall serve at the pleasure of the Board and may be removed by the Board, from time to time.

The following persons shall serve as the initial Officers:

<u>Name</u>	
Albert A. Yokana	President
Jairo Vela	Vice President / Treasurer
Michael Sochaczewski	Secretary

ARTICLE VII - TERM

The term for which the Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be transferred only to another not-for-profit corporation or dedicated or conveyed to an appropriate governmental agency agreeing to accept such dedication or conveyance.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS OFFICERS AND COMMITTEE MEMBERS

Every Director, Officer and Committee Member of the Association shall be indemnified by the Association, except in such cases where the Director, Officer or Committee Member is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties, as provided in the Declaration.

ARTICLE IX – BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration. Until such time as Developer relinquishes control of the Association, no amendments to the Bylaws shall be effective unless Developer shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect. No change or amendment to the Bylaws that adversely impacts the Developer shall have any force or effect as to the Developer as long as Developer owns Lots in the Property.

ARTICLE X- AMENDMENTS

Until the Owners elect an Owner-controlled Board of Directors, and therefore prior to turnover, these Articles of Incorporation may be amended by the Developer and without a vote of the Members. After turnover, these Articles of Incorporation of the Association may be amended, altered or rescinded by a vote at a meeting, by approval of two thirds (2/3) of the eligible voters in attendance, at a duly called meeting at which a quorum is obtained, or by written consent of two thirds (2/3) of all the votes of Members.

ARTICLE XI - REGISTERED AGENT AND REGISTERED OFFICE

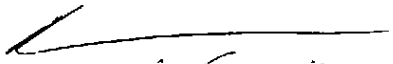
The name of the initial registered agent shall be M. Scott Kleiman, Esq., and the street address of the registered office of the Association shall be 7320 Griffin Road, Suite 109, Davie, Florida 33314. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation. The corporate address shall be the same.

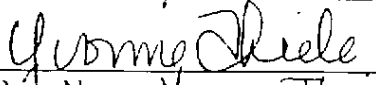
ARTICLE XII – INCORPORATOR

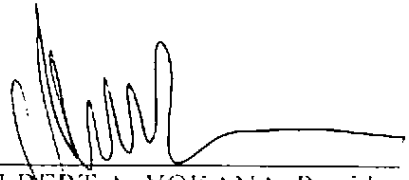
The name and the street address of the Incorporator shall be M. Scott Kleiman, 7320 Griffin Road, Suite 109, Davie, Florida 33314.

IN WITNESS WHEREOF, the President and Incorporator has executed these Amended and Restated Articles of Incorporation at Broward County, Florida, the 22 day of April, 2022.

Signed, sealed and delivered
in the presence of:

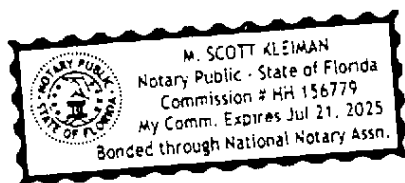

Print Name: M Scott Kleiman


Print Name: Yvonne Thiele


ALBERT A. YOKANA, President

STATE OF FLORIDA
COUNTY OF Broward

The foregoing instrument was acknowledged before me by means of ☒ physical presence or
☐ online notarization, this 22 day of April, 2022 by Albert A. Yokana, as President of of AKAI
ESTATES HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation, in behalf of
the corporation and who is personally known to me or who has produced _____
as identification.




Notary Public
State of Florida
My Commission Expires:

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

6-8-2022

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ALBERT A. YOKANA

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)