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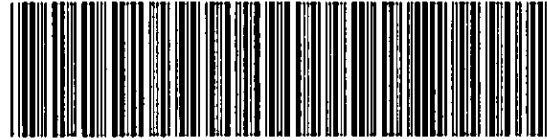
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2022 OCT 18 AM 8:19

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OCT 19 2022

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Tea Olive at Imperial Lakewoods Homewo

DOCUMENT NUMBER: N22000001494

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

Please return all correspondence concerning this matter to the following:

Nathan A. Frazier, Esq.  
(Name of Contact Person)

Frazier and Bowles, PLLC  
(Firm/ Company)

202 S. Rome Ave., Ste 125  
(Address)

Tampa, FL 33619  
(City/ State and Zip Code)

laura@frazierbowles.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

J. Clarke Brannon, Esq. 813 999-5693  
(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

FILED  
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CLERK OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
TEA OLIVE AT IMPERIAL LAKEWOODS HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation not for profit under Chapters 617 and 720, *Florida Statutes*, adopts the following Amended and Restated Articles of Incorporation for the corporation:

ARTICLE I  
NAME

The name of this corporation is "Tea Olive at Imperial Lakewoods Homeowners Association, Inc." which shall be referred to as the "Association" in these Articles.

ARTICLE II  
PRINCIPAL OFFICE

The Association's initial principal office and mailing address is 3925 Coconut Palm Drive, Suite 117 Tampa, Florida 33619.

ARTICLE III  
INTERPRETATION

All capitalized terms used herein that are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions and Restrictions for Tea Olive at Imperial Lakewoods, to be recorded by CW-Imperial, LLC, a Delaware limited liability company, or William Ryan Homes Florida, Inc., a Florida corporation (singularly or collectively, the "**Developer**"), in the public records of Manatee County, Florida, as such Declaration may be amended from time to time ("**Declaration**"). Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the Incorporator intends their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. The purposes for which the Association is formed are: (a) to promote the health, safety, and general welfare of the residents within all or any portion of that tract of land located in Manatee County, Florida, which is described in and made subject to the provisions of the Declaration, and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration (collectively, the "**Property**"); and (b) to perform all

obligations and duties and to exercise all rights and powers of the Association as specified in the Declaration and the other Governing Documents described therein, and as provided by law.

In furtherance of its purposes, unless indicated otherwise by the Declaration, these Articles or the Bylaws, the Association is empowered to, without limitation:

- (a) exercise all powers authorized by Chapters 617 and 720, *Florida Statutes*;
- (b) exercise all powers necessary or desirable to perform the obligations and duties and to exercise the rights, powers, and privileges of the Association from time to time set forth in these Articles, the Declaration, and the Bylaws, including, without limitation, the right to enforce all of the provisions of these Articles, the Declaration, and the Bylaws pertaining to the Association in its own name, including, without limitation, enforcement of the provisions relating to the operation and maintenance of the Surface Water Management System;
- (c) sue and be sued and appear and defend in all actions and proceedings in the Association's name to the same extent as a natural person;
- (d) own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs;
- (e) adopt budgets and fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration, including, without limitation, adequate assessment of fees for the costs of operation and maintenance of the Surface Water Management System and assessments for services or materials for the benefit of Owners or the Property for which the Association has contracted with third party providers;
- (f) use the proceeds collected from assessments to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property;
- (g) maintain, control, manage, repair, replace, improve, and operate all the Common Areas and Common Maintenance Areas, including but not limited to the street right-of-ways and the Surface Water Management System and all associated facilities. The Association shall operate, maintain and manage the Surface Water Management System in a manner consistent with the SWFWMD Permit requirements and applicable SWFWMD rules, and shall assist in the enforcement of the provisions of the Declaration that relate to the maintenance of the Surface Water Management System;
- (h) buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;
- (i) borrow money for any lawful purpose;

(j) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws;

(k) from time to time adopt, amend, rescind, and enforce reasonable rules and regulations regarding the use of the Property and/or the Common Areas consistent with the rights and duties established by the Declaration;

(l) contract with others for performance of the Association's management and maintenance responsibilities under the Declaration, for the provision of services by the Association to others to the extent beneficial for the Owners or the Property, and for the furnishing of services or materials for the benefit of the Owners or the Property consistent with the provisions of the Declaration, including, without limitation, contracting for utility, telecommunications, internet, and security services;

(m) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the Association's affairs, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws; provided that such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(n) have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws. The Association's powers may be exercised by its Board of Directors, unless indicated otherwise by these Articles, the Declaration or the Bylaws.

#### ARTICLE V MEMBERSHIP: VOTING REQUIREMENTS

The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Lot shall be a "Member" of the Association, including contract sellers, but excluding all persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to and may not be separated from ownership of the Lot or transferred except by transfer of record title to the Lot. There shall be two (2) classes of Membership as provided in the Declaration, which shall have such voting rights as set forth in the Declaration.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The number, manner of election and indemnification of the Board of Directors shall be as provided for in the Bylaws of the Association, as amended from time to time in accordance therewith.

The Officers and/or Directors of the Corporation shall be amended as follows:

**REMOVE:**

Gregg Carlson, President  
P.O. Box 2878  
Riverview, FL 33568

**ADD:**

David Page, President  
P.O. Box 2878  
Riverview, FL 33568

**THE FOLLOWING OFFICERS AND/OR DIRECTORS SHALL REMAIN THE SAME:**

Susan Mugnai, Vice President  
P.O. Box 2878  
Riverview, FL 33568

Blake Frazier, Secretary  
P.O. Box 2878  
Riverview, FL 33568

**ARTICLE VII**  
**EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles with the Florida Department of State, Division of Corporations. The Association exists perpetually. In the event of termination, dissolution or liquidation of the Association: (a) the assets of the Association shall be conveyed to an appropriate governmental unit or public entity, or, if not accepted by a governmental unit or public entity, conveyed to a non-profit corporation similar in nature to the Association, which shall assume the Association's responsibilities; and (b) all responsibility relating to the Surface Water Management System and the related permits must be assigned to and accepted by an entity approved by SWFWMD and the ACOE, as applicable.

**ARTICLE VIII**  
**AMENDMENTS**

For so long as Developer has the right to appoint or elect a majority of the Board of Directors, these Articles may be amended by Developer without a vote of the membership and without the joinder or consent of the holder of any mortgage, lien or other encumbrance affecting any portion of the Property or any other Person. Thereafter, these Articles may be amended only

upon a resolution duly adopted by the Board of Directors, with the affirmative vote or written consent of Members representing at least two-thirds (2/3) of the total votes of the Association, and the written consent of Developer for so long as Developer owns and holds any Lot for sale in the ordinary course of business.

ARTICLE IX  
INCORPORATOR

The name and address of the incorporator of this corporation is:

Jeffrey D. Thorson  
3925 Coconut Palm Drive  
Suite 117  
Tampa, Florida 33619

ARTICLE X  
REGISTERED AGENT AND OFFICE

The initial registered office of the Association is Frazier & Bowles, Attorneys at Law, 202 S. Rome Avenue, Suite 125, Tampa, Florida 33606, and the initial registered agent of the Association at such address is Frazier & Bowles, Attorneys at Law.

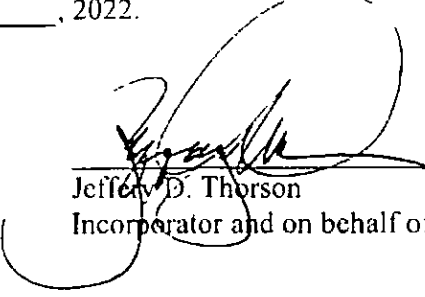
ARTICLE XI  
ARTICLE CONSOLIDATION

These adopted articles of incorporation supersede the original articles of incorporation and all amendments to them

ARTICLE XII  
ADOPTION OF AMENDMENTS

These restated articles of incorporation were adopted by the developer-controlled board of directors on February 21, 2022.

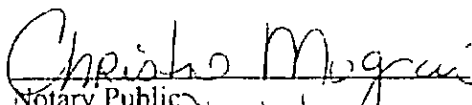
IN WITNESS WHEREOF, for the purpose of amending these Articles of Incorporation under the laws of the State of Florida, the undersigned, constituting the the Incorporator and on behalf of Developer of the of the Association, has executed these Amended and Restated Articles of Incorporation this 14 day of Oct., 2022.

  
Jeffery D. Thorson  
Incorporator and on behalf of Developer

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 14<sup>th</sup> day of Oct, 2022, by Jeffery D. Thorson, who ☒ is personally known to me or ☐ produced \_\_\_\_\_ as identification.

  
Notary Public  
Print Name: Christine Mugnai  
My Commission Expires: 5/14/26





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 8, 2022

NATHAN A. FRAZIER, ESQ  
202 S. ROME AVE.  
STE 125  
TAMPA, FL 33619

SUBJECT: TEA OLIVE AT IMPÉRIAL LAKEWOODS HOMEOWNERS  
ASSOCIATION, INC.  
Ref. Number: N22000001494

We have received your document for TEA OLIVE AT IMPERIAL LAKEWOODS 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):

YOU NEED AN ADOPTION DATE FOR YOUR RESTATED ARTICLES OF INCORPORATION.

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.

Anissa Butler  
Regulatory Specialist II

Letter Number: 822A00019917

OCT 18 2022