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TOWNS AT RIVERWALK PROPERTY OWNERS ASSOCIATION, INC.**

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H23000232366 3

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
TOWNS AT RIVERWALK PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not for Profit)**

**N23000001526**

The Amended and Restated Articles of Incorporation of Towns at Riverwalk Property Owners Association, Inc., a Florida not for profit corporation, dated as of February 13, 2023, are being duly executed and filed by Adela Crew, its President, to amend and restate the original articles of incorporation which were filed on February 13, 2023. These Amended and Restated Articles of Incorporation were duly executed and filed in accordance with Section 617 of the Florida Not for Profit Corporations Act. Hereinafter, any and all references to the Articles of Incorporation shall mean and refer to these Amended and Restated Articles of Incorporation, as may be amended from time to time.

**ARTICLE I: NAME AND LOCATION**

The name of this corporation is TOWNS AT RIVERWALK PROPERTY OWNERS ASSOCIATION, INC. (the "Association"), and the office for the transaction of its affairs shall be 151 Southhall Lane, Suite 200, Maitland, FL 32751.

**ARTICLE II: 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 property owners of Towns at Riverwalk (the "Community"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants and Restrictions for the Community to be recorded in the public records of Seminole County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, 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 pursuant to the terms of the Declaration;
- (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) Maintain, repair and replace Common Properties as contemplated by the Declaration and to enter into contracts for the provision of services to maintain and operate the Common Properties (including, but not limited to, the maintenance, repair and replacement of the Surface Water Management System, as exempted or permitted by the District); and

H23000232366 3

(h) 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.

### **ARTICLE III: MEMBERSHIP AND VOTING RIGHTS**

**A. Eligibility.** Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. An Owner of more than one Lot is entitled to membership for each Lot owned. No person other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

**B. Classes of Membership and Voting; Turnover.** The Association shall have 2 classes of voting membership - Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Lots of the Community ("Owners") except Developer. All Class B memberships shall belong to Developer. Upon termination of Class B membership as provided below, Class A Members shall be all Owners, including Developer so long as such Developer is an Owner. Voting shall be accomplished in accordance with the applicable provisions of the Governing Documents. There shall be no cumulative voting for Directors or any other matters.

Class B membership shall cease to exist and shall be deemed to be converted into Class A membership upon the earlier of (a) the election of not less than a majority of the directors by non-Declarant Members following the occurrence of a triggering event contained in Section 720.307(1) of the Act, or (b) the date that Developer waives in writing its right to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of the County. Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or Bylaws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

**C. Transferability.** Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

### **ARTICLE IV: TERM OF EXISTENCE**

The Corporation shall have perpetual existence. However, should the Corporation be dissolved, the Surface Water Drainage and Management System will be transferred to and maintained by one of the entities identified in Sections 12.3.1(a) through (f) of the St. Johns River Water Management District's Applicant Handbook Volume I ("Handbook"), which entity shall have the powers listed in Sections 12.3.3(b)1. through 8. of the Handbook, the covenants and restrictions required in Sections 12.3.3(c)1. through 9. of the Handbook, and the ability to accept responsibility for the operation and routine custodial maintenance of the Surface Water Drainage and Management System described in the Declaration and in Section 12.3.3(d)1. or 2. of the Handbook prior to the Corporation's dissolution.

H23000232366 3

H23000232366 3

**ARTICLE V: MANAGEMENT**

The affairs of the Corporation shall be managed by the Board, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the Bylaws or by the Board 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 in the last quarter of each fiscal year in the manner prescribed in the Bylaws of the Association, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Developer shall be entitled to solely appoint all Members of the Board prior to transfer of control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, 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 or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association except with respect to those who are elected by the Class B Members. Any individual may hold 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 or the Bylaws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class A Members shall be entitled to elect at least one member of the Board (but not a majority of the directors until Turnover has occurred) once 50% of the Lots in all phases of the Community which will ultimately be operated by the Association have been conveyed to the Class A Members.

**ARTICLE VI: OFFICERS**

The names of the officers who are currently serving until their successors are elected under the provisions of these Amended and Restated Articles of Incorporation and the Bylaws are the following:

Adela Crews - President  
Ryan Connelly - Vice-President  
Kelsea Hoffman - Secretary/Treasurer

**ARTICLE VII: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the current Board of Directors of the Association is three (3) and the names and addresses of the members of such current directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Amended and Restated Articles of Incorporation and the Bylaws, are the following:

Adela Crews	151 Southhall Lane, Suite 200 Maitland, FL 32751
Ryan Connelly	151 Southhall Lane, Suite 200 Maitland, FL 32751
Kelsea Hoffman	151 Southhall Lane, Suite 200 Maitland, FL 32751

**ARTICLE VIII: BYLAWS**

The Bylaws of the Association have been adopted by the current Board of Directors, as named in Articles VII above. Hereinafter, the Bylaws may be altered, amended, or rescinded only in the manner provided in the Bylaws.

H23000232366 3

**ARTICLE IX: AMENDMENTS**

Prior to Turnover, the Board of Directors shall be entitled to consider amendments to Articles of Incorporation shall be adopted by the Board of Directors without any requirement or necessity for a vote of Association membership or for consent by any party, except as may be otherwise specifically required herein or by applicable law. Subsequent to Turnover, amendments to the 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 directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

(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 By-Laws) entitled to vote thereon within the time and in the manner provided by the 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 (1) a majority of the total eligible voting interests of the Master Association.

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (1) no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Developer without the written consent of Developer as long as Developer shall own any Lots or parcels in the Community, and (2) no amendment which will affect any aspect of the Surface Water Management System located on the Property shall be effective without the prior written approval of the District.

**ARTICLE X: REGISTERED OFFICE AND AGENT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Registered Agent for service of process upon the Association is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The preceding address is also the address of the registered office of the Association.

H23000232366 3

H23000232366 3

## CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Towns at Riverwalk Owners Association, Inc. (1) were approved by the directors on May 12, 2023, and (2) the sole member of Towns at Riverwalk Owners Association, Inc. on May 12, 2023.

Dated as of the 12 day of May, 2023.

## WITNESSES:

Towns at Riverwalk Owners Association,  
Inc., a Florida not-for-profit corporation

Name: Kelsa Jaquelyn Hoffman  
Print Name: Kelsa Jaquelyn Hoffman

By: Adela Crews  
Adela Crews, President

(Corporate Seal)

Name: Tina Smith  
Print Name: Tina Smith

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 12 day of May, 2023, by Adela Crews, as President of Towns at Riverwalk Owners Association, Inc., a Florida not-for-profit corporation. She ☒ is personally known to me or ☐ has provided \_\_\_\_\_ as Identification.

My Commission Expires:

(AFFIX NOTARY SEAL)



TAMI DELGADO  
Notary Public  
State of Florida  
Comm# HH215090  
Expires 1/30/2026

Tami Delgado  
(Signature)

Name: Tami Delgado  
(Legibly Printed or Typed)  
Notary Public, State of Florida

HH215090  
(Commission Number, if any)

H23000232366 3

H23000232366 3

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Towns at Riverwalk Property Owners Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

**Corporation Service Company**

By: Laurel Bietsch  
Name: Laurel Bietsch  
Title: Assistant Secretary

H23000232366 3