

N23 000013771

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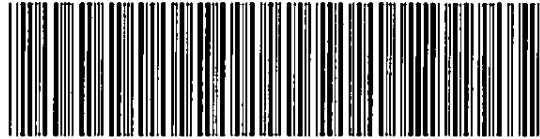
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Retitle Amended and
Restated Articles and
or Restated Articles

Office Use Only



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12/27/23--01023--024 **35.00

FILED
2024 JAN 24 AM 7:39

AB

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Lake Margot Property Owners Association, Inc.

DOCUMENT NUMBER: _____

Amended and Restated Articles
The enclosed ~~Articles of Amendment~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kyle Wood

(Name of Contact Person)

Lake Margot Property Owners Association, Inc.

(Firm/ Company)

250 N. Orange Ave., Ste. 1500

(Address)

Orlando, FL 32801

(City/ State and Zip Code)

kyle@bbdre.com

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

For further information concerning this matter, please call:

Kyle Wood

407

462-7702

at

(Name of Contact Person)

(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 &
Certificate of Status | <input 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

Articles of Amendment
to
Articles of Incorporation
of

FILED

see attached

(Name of Corporation as currently filed with the Florida Dept. of State)

2021 JAN 24 AM 7:40

N23000013771

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Amended and Restated

**AMENDED ARTICLES OF INCORPORATION OF
LAKE MARGOT PROPERTY OWNERS ASSOCIATION, INC.**

a Florida corporation not for profit

FILED
2024 JAN 24 AM 7:40
T.L.L.
CLERK
STATE
FL

Pursuant to Section 617.0202 of the Florida Statutes, this Florida non-profit corporation adopts the following Amended Articles of Incorporation, which shall supersede and replace the initial Articles of Incorporation filed with the Secretary of State of the State of Florida on November 15, 2023:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be Lake Margot Property Owners Association, Inc. (the "**Association**").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Association shall be 250 N. Orange Avenue, Suite 1500, Orlando, FL 32801.

**ARTICLE III
DEFINITIONS**

Capitalized terms herein not otherwise defined in these Articles of Incorporation shall have the same meaning ascribed to them as those set forth in the Commercial Declaration for Lake Margot Property Owners Association (the "**Declaration**"), to be recorded in the Public Records of Brevard County, Florida, unless the context otherwise requires.

**ARTICLE IV
PURPOSES AND POWERS**

The Association does not contemplate pecuniary gain or profit to the Members thereof and shall have no capital stock and shall make no distribution of income to its Members, Directors, or Officers. The specific purposes for which it is formed are to provide an entity for the purpose of holding title from time to time to certain Common Areas appurtenant to that commercial/mixed use project known as "Lake Margot", located in Brevard County, Florida (the "**Project**"), and to provide for maintenance and preservation of the Common Areas within the Project and to promote the health, safety, and welfare of the Owners within the Project and any additions thereto as may hereafter be brought within the jurisdiction of this Association, in accordance with the Declaration.

The Association shall have the power to exercise all of the common law and statutory powers of a corporation not-for-profit incorporated under the laws of the State of Florida which are not in conflict with the terms of these Articles, the Bylaws of the Association, or the

Declaration, and all other powers reasonably necessary to implement the purposes of the Association.

Without limiting the generality of the foregoing, the Association shall have the following powers:

1. To exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;
2. To own, lease, convey, operate, manage, maintain, repair, improve, rebuild or replace, and alter the Common Areas and any improvements situated thereon in or benefiting the Project or any portion thereof, and to pay all taxes, assessments and utility charges relating thereto;
3. To provide, purchase, lease, acquire, replace, improve, maintain and repair such private and public real property, buildings, structures, streetlights and other structures, landscaping, paving and equipment, both real and personal related to the furtherance of the interests and convenience of the Members of the Association, as the Board of Directors in its discretion determines necessary, appropriate and convenient;
4. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;
5. To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members, Directors, and Officers as determined by the Board of Directors;
6. To reconstruct improvements after casualty and make further improvements upon the Property;
7. To enforce by legal means the provisions of the Declaration, these Articles of Incorporation, and the Bylaws of the Association, and the rules and regulations adopted pursuant thereto;
8. To employ personnel to perform the services required for proper operation of the Association;
9. To borrow money, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred to the extent permitted by the Declaration;
10. To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes to the extent permitted by the Declaration;

11. To sue and be sued;

12. To enter into, make, perform or carry out contracts and agreements of every kind with any person, including, but not limited to a contract for services to provide for operation and maintenance of the Common Areas and related Improvements; and

13. To operate and maintain the Surface Water Management System facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas in accordance with the Declaration and the Permit.

The foregoing enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the Members in accordance with the provisions of these Articles of Incorporation, the Bylaws, and the Declaration.

The powers of the Association shall be subject to and shall be exercised in accordance with all provisions of the Declaration and Bylaws of the Association.

ARTICLE V MEMBERSHIP

The qualifications of Members, the manner of their admission to the Association, and voting by Members shall be as follows:

1. All Owners of Parcels within the Project are and shall be Members of this Association and no other persons or entities are entitled to membership. Each Member shall be entitled to vote in accordance with the Bylaws and the Declaration.

2. Changes in membership shall be established by the recording in the Public Records of Brevard County, Florida, of a deed or other instrument establishing a change of record title to a Lot. The new Owner designated by such instrument shall thereby become a Member of the Association and the membership of the prior Owner shall be thereby terminated.

ARTICLE VI BOARD OF DIRECTORS

1. Number and Qualifications. The business and affairs of the Association shall be managed and directed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be two (2); one shall be selected by B3 Retail and one shall be selected by TTRES. The number of Directors may be increased

or decreased from time to time in accordance with the Bylaws. Directors need not be Members of the Association.

2. Duties and Powers. All the duties and powers of the Association existing under the Declaration, these Articles of Incorporation, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Members only when such approval is specifically required per the Declaration. The Board may delegate its operating authority to such corporation, individuals, and committees as it, in its discretion, may determine.

3. Election; Removal. All Directors other than the initial Directors shall be elected or appointed in the manner determined by and subject to the qualifications set forth in the Bylaws and the Declaration. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

4. Initial Board of Directors. The names and addresses of the initial Directors, who shall hold office until their successors are appointed, or until removed, are as follows:

Michael F. Beale

Jesse Houghtalen

ARTICLE VI BYLAWS

The Bylaws shall be adopted by the Board and may be altered, amended, or rescinded as provided in the Bylaws.

ARTICLE VII AMENDMENT

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

1. Proposal. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the Members at which a proposed amendment is to be considered. An amendment may be proposed by the Association or by any Member.

2. Adoption. Except as elsewhere provided in the Declaration, amendments must receive Majority Approval from the Members and Majority Approval by the Board in order to be valid. Members may participate in such meeting in person, by proxy, or by telephonic or other communication.

3. Limitation. No amendment to these Articles shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in the Articles hereof entitled "Purposes and Powers" and "Indemnification,"

respectively, without the approval in writing of all Members. No amendment of these Articles will be permitted if such amendment would prejudice or impair to any material extent the rights of a Member without the consent of such Member.

4. Recording. Once adopted, a copy of each amendment to these Articles shall be filed with the Secretary of State of the State of Florida and a copy thereof, certified by the Secretary of State, shall be recorded in the Public Records of Brevard County, Florida.

ARTICLE VIII INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such person did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe their conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE IX TERM

The existence of the Association shall be perpetual unless dissolved in accordance with

Florida law and these Articles. The Association may be dissolved by a vote of all of the Members at any regular or special meeting; provided, however, that the proposed dissolution is specifically set forth in the notice of any such meeting. Prior to the dissolution of the Association, the control or right of access to the property containing the Surface Water Management System facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and, if not accepted, then the Surface Water Management System facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE X – INCORPORATOR

The name and residence address of the incorporator of the Association is Kyle Wood, 250 N. Orange Ave., Ste. 1500, Orlando, FL 32801.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is, 250 N. Orange Ave., Ste. 1500, Orlando, FL 32801, and the name of the initial registered agent at such address is B3 Fiske Retail, LLC.

8th IN WITNESS WHEREOF, the incorporator has hereto affixed their signature this
8 day of December, 2023.

By: 

Print Name: Kyle Wood

[illegible]

- ☐ 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

12/15/23

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)

Kyle Wood

(Typed or printed name of person signing)

Authorized Member

(Title of person signing)



JAN 24 2024

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 18, 2024

KYLE WOOD
250 N. ORANGE AVE.
STE. 1500
ORLANDO, FL 32801

SUBJECT: LAKE MARGOT PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: N23000013771

We have received your document for LAKE MARGOT PROPERTY OWNERS 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 can title your articles Amended and Restated Articles or Restated Articles.

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: 324A00001044