

N23000014339

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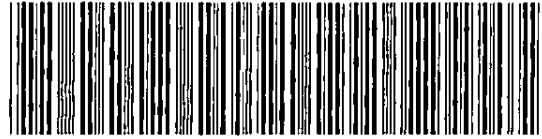
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Amended & Restated
Articles

FILED
2024 JUL -8 AM 8:32
CLERK OF COURT
TALLAHASSEE, FLORIDA

RECEIVED
2024 JUL -8 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY

AUG 12 2024

X02250, 00524, 00671

CT CORP
(850) 656-4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 07/08/2024

Acc#I20160000072

mic DW

Name:	Monterey at Lakewood Ranch Homeowners Association, Inc.
Document #:	
Order #:	15730418

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
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Email Address for Annual Report Notifications:

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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 9, 2024

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: MONTEREY AT LAKEWOOD RANCH HOMEOWNERS
ASSOCIATION, INC.
Ref. Number: N23000014339

CORRECTED
Please Allow For
Same File Date

We have received your document for MONTEREY AT LAKEWOOD RANCH HOMEOWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Please include one of the following statements (1)The amended and restated articles were adopted by the board of directors and does not contain any amendments requiring member approval OR (2)The amended and restated articles contain an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Annette Ramsey
OPS

Letter Number: 924A00014743

2024 AUG -9 PM 9:09
PERCUTTING

FILED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MONTEREY AT LAKEWOOD RANCH HOMEOWNERS ASSOCIATION, INC.**

2024 JUL -8 AM 8:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, *Florida Statutes*, being the President of Monterey at Lakewood Ranch Homeowners Association, Inc. (the "**Association**"), adopts the following Amended and Restated Articles of Incorporation of Monterey at Lakewood Ranch Homeowners Association, Inc. (as the same may be further amended or otherwise modified from time to time, these "**Articles**"), and does hereby certify:

1. The Association was originally incorporated on November 29, 2023 under document number N23000014339 ("**Original Articles**"), pursuant to Chapter 617, of the laws of the State of Florida.
2. The Association's Original Articles are hereby duly amended and restated in their entirety by the affirmative vote of the majority of the Board of Directors acting by written consent. The number of votes cast for these Articles is sufficient for approval. These Articles do not contain any amendments requiring member approval.
3. These Articles have been duly executed by the President of the Association on the date hereinafter set forth on the execution page.
4. As so adopted, these Articles replace the Original Articles in their entirety and are substituted therefor.

ARTICLE I

The name of the corporation is MONTEREY AT LAKEWOOD RANCH HOMEOWNERS ASSOCIATION, INC. (the "**Association**"), and its mailing address and principal office address is c/o Toll Bros., Inc., 10401 Highland Manor Drive, Suite 120, Tampa, Florida 33610.

All undefined terms appearing in initial capital letters herein shall have the meaning ascribed to them in that certain Declaration of Covenants, Conditions and Restrictions of Monterey at Lakewood Ranch (the "**Declaration**"), as it may be amended from time to time.

ARTICLE II

This corporation does not contemplate pecuniary gain or profit, direct or indirect to its members, and its primary purposes are:

Section 1. To promote the health, safety and, social welfare of the owners of all lots located within Monterey at Lakewood Ranch, a planned community within Sarasota County, Florida (the "**Community**");

Section 2. To maintain all portions of the Community and improvements thereon for which the obligation to maintain and repair has been delegated to the corporation by the Declaration which is to be recorded in the public records of Sarasota County, Florida;

Section 3. To contract for the operation and maintenance of the Common Areas or Water Management System and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

Section 4. To operate and maintain the Water Management System, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plan compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas. Moreover, the Water Management System shall be operated, maintained and managed in a manner consistent with the Southwest Florida Water Management District's (the "District") permit requirements and applicable District rules and regulations, and the terms and conditions of the Declaration (including enforcement provisions) which relate to the Water Management System. Additionally, the Association shall levy and collect adequate assessments against Members for the cost of maintenance and operation of the Water Management System;

Section 5. To exercise all rights and powers of a not for profit corporation permitted by Chapter 617, *Florida Statutes*; and

Section 6. To exercise any other powers necessary and proper for the governance and operation of the Association, including those powers set forth in the Declaration.

ARTICLE III

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the *Florida Statutes*. Any dissolution of the corporation shall comply with the Declaration. In the event of dissolution, the control or right of access to any portion of the properties containing the Water Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Water Management System is not accepted by governmental or public utility, then they shall be conveyed to a not for profit corporation similar to the Association. Furthermore, subject to the terms of the Declaration, in the event the corporation is dissolved commercially reasonable efforts will be made to transfer ownership, operation and maintenance obligations of the Association to a similar non-profit organization. Such ownership, operation and maintenance obligations will include but not be limited to any obligations or rights connected with any dedicated property or infrastructure, lake tracts, lake maintenance or drainage easements, rights-of-way, roads, streets or access easements, utility easements/tracts or facilities, conservation or preservation easements/areas, common landscape areas, recreational areas, common areas and/or any other property owned by or dedicated to the Association.

ARTICLE IV

The name and address of the Incorporator is:

Nadine Buehler
c/o Toll Bros., Inc.
10401 Highland Manor Drive, Suite 120
Tampa, Florida 33610

ARTICLE V

The name and address of the initial Registered Agent is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VI

The corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons. The members of the Board of Directors shall be elected in accordance with the provisions of Article IV of the Bylaws of the corporation. The initial Board of Directors shall consist of three (3) persons whose names and addresses are:

Jonathan Tutelo	c/o Toll Bros., Inc., 10401 Highland Manor Drive, Suite 120, Tampa, Florida 33610
Todd Ryngala	c/o Toll Bros., Inc., 10401 Highland Manor Drive, Suite 120, Tampa, Florida 33610
Cole Roberts	c/o Toll Bros., Inc., 10401 Highland Manor Drive, Suite 120, Tampa, Florida 33610

In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.

ARTICLE VII

The affairs of the corporation are to be managed by a President, a Vice President, a Secretary, a Treasurer and such other Officers as the Bylaws of the corporation may provide for from time to time. All Officers shall be elected by the Board at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of Officers or until their successors are elected and qualify.

The names of the Officers who are to serve until the first meeting of the Board following the annual meeting of the corporation are:

Jonathan Tutelo	President
Todd Ryngala	Vice President
Cole Roberts	Secretary/Treasurer

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

ARTICLE VIII

Each Owner of a Unit within the Community shall be entitled to one (1) vote for each owned Unit or as otherwise more fully set forth in the Declaration.

ARTICLE IX

Voting Rights. The Association shall have two (2) classes of membership, Class "A" and Class "B", as follows:

(a) Class "A". Class "A" Members shall be all Owners, with the exception of the Declarant until Turnover shall occur. Class "A" Members shall be entitled to one (1) equal vote for each Unit owned in the Community. When more than one (1) person holds an ownership interest in any Unit, all such persons shall be Members, provided that only one vote may be cast on behalf of all such Members holding an ownership interest in any one Unit. The vote for such Unit shall be exercised as those Owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Unit's vote shall be suspended in the event more than one (1) person seeks to exercise it.

(b) Class "B". The sole Class "B" Member shall be the Declarant. The rights of the Class "B" Member, including the right to approve or withhold approval of actions proposed under these Articles and the Bylaws, are specified elsewhere in the Declaration and the Bylaws. The Class "B" Member may appoint a majority of the members of the Board prior to the Turnover Date, as defined below. Following the Turnover Date, the Declarant shall have a right to disapprove actions of the Board and committees as provided in the Bylaws. Additionally, prior to the Turnover Date, the Class "B" Member shall be entitled to ten (10) votes for each Unit owned. After the Turnover Date, the Declarant shall be entitled to one (1) vote for each Unit owned, and shall be entitled to all rights and privileges associated with Class "A" membership in addition to all rights reserved to the Declarant as enumerated in the Declaration, these Articles, and the Bylaws.

The Class "B" Member shall terminate upon the earlier of (the "Turnover Date"):

(i) Three (3) months after ninety percent (90%) of the Units in the Community that will ultimately be operated by the Association have been conveyed to Owners other than Declarant;

(ii) On that date which shall be twenty (20) years from the date upon which this Declaration shall be recorded in the Public Records;

(iii) When Declarant elects, in its sole discretion, to relinquish control of the Association to the Members;

(iv) Upon Declarant abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the governing documents of the Community (with there being a rebuttable presumption that Declarant has abandoned and deserted the Community if Declarant has unpaid assessments or guaranteed amounts under Fla. Stat. Section 720.308 for a period of more than two (2) years);

(v) Upon Declarant filing a petition seeking protection under Chapter 7 of the federal Bankruptcy Code;

(vi) Upon Declarant losing title to all of the Property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of developer rights and responsibilities first arising after the date of such assignment;

(vii) Upon a receiver for Declarant being appointed by a circuit court and not being discharged within thirty (30) days after such appointment, unless the court determines within thirty (30) days after such appointment that transfer of control would be detrimental to the Association or its members, or

(viii) As otherwise required by Section 720.307, Florida Statutes

ARTICLE X

Fifty percent (50%) of the total vote that could be cast at any annual or special meeting, represented in person or by proxy, shall constitute a quorum at any meeting of the Members. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

ARTICLE XI

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its Members, Directors or Officers. However, the corporation shall not be prohibited from reasonably compensating its Members, Directors, or Officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to members of benefits, monies or properties to the extent permitted by Chapter 617, *Florida Statutes* and/or Section 720.303, *Florida Statutes*.

ARTICLE XII

The corporation shall have all the powers set forth and described in Chapter 617, *Florida Statutes*, as presently existing or as may be amended from time to time, together with those powers conferred by the Declaration, these Articles and the Bylaws of the corporation, including, but not limited to, assess members for all expenses incurred in connection with maintaining and operating the Water Management System and the right to enforce that assessment pursuant to the imposition of liens.

ARTICLE XIII

The corporation shall indemnify all persons who may serve or who have served at any time as Director or Officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a Director or Officer of the

corporation, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or Officer may otherwise be entitled.

ARTICLE XIV

In the absence of fraud, no contract or other transaction between this corporation or any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing contract or transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XV

The Bylaws of this corporation are to be made and adopted by a majority vote of the Directors and said Bylaws may not be altered, amended, rescinded or added to except as provided in the Bylaws.

ARTICLE XVI

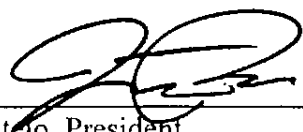
These Articles may be amended, altered, rescinded, or added to by appropriate resolution approved by a three-quarters (3/4) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a three-quarters (3/4) vote of the voting interest of the Members present at any duly convened membership meeting. Any Member of this corporation may propose an amendment to the Articles to the Board or the membership, as the case may be. Notwithstanding the foregoing, until the Turnover Date, any changes in the Articles may be made by a majority vote of the Board of Directors. Any proposed amendment to these Articles, which would affect the Water Management System (including environmental conservation areas and the water management portions of the Common Elements), must be submitted to the District or its successors for a determination of whether the amendment necessitates a modification of the applicable permit.

ARTICLE XVII

To the extent any provisions contained herein conflict with the Declaration, the provisions contained in the Declaration shall supersede such conflicting provisions contained herein.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Incorporation, this 31 day of May, 2024.



Jonathan Tutero, President

**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be CT Corporation System. The initial registered office of this corporation shall be 1200 South Pine Island Road, Plantation, Florida 33324.

ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT CORPORATION SYSTEM

By: Madonna Cuddihy
Print Name: Madonna Cuddihy
Title: Assistant Secretary