

# N23357

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

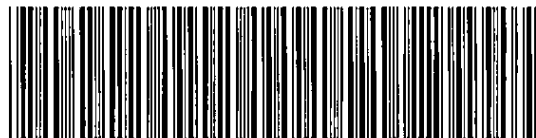
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TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 7, 2022

FLORIDA FILING & SEARCH SERVICES

SUBJECT: BEACON WOODS EAST MASTER ASSOCIATION, INC.  
Ref. Number: N23357

We have received your document for BEACON WOODS EAST MASTER ASSOCIATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

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.

Tammi Cline  
Regulatory Specialist II Supervisor

Letter Number: 022A00027180

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOV 18

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*Please keep original filing date*  
*Thank you*

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302  
155 Office Plaza Dr Ste A Tallahassee FL 32301  
PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE:** 11/18/22

**NAME:** BEACON WOODS EAST MASTER ASSOCIATION, INC.

**TYPE OF FILING:** ~~MERGER~~

**COST:**

~~78.75~~

643.75

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**RETURN:** CERTIFIED COPY PLEASE

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**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE

*Attbodge*

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BEACON WOODS EAST MASTER ASSOCIATION, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

STEVE DELACH

(Contact Person)

DAVID J. LOPEZ, P.A.

(Firm/Company)

P.O. BOX 172717

(Address)

TAMPA, FL 33672

(City/State and Zip Code)

For further information concerning this matter, please call:

STEVE DELACH

(Name of Contact Person)

At ( 813 ) 229-0160

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**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

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7:17

Law Office of  
**David J. Lopez, P.A.**

*Community Association Attorneys  
and Counselors at Law*

201 East Kennedy Boulevard, Suite 775  
Tampa, FL 33602

David J. Lopez, Esq.

Mary Z. Thomas, Esq.  
Jessica C. Burley, Esq.

Post Office Box 172717  
Tampa, FL 33672-0717  
[DavidLopezPA.com](http://DavidLopezPA.com)

(813) 229-0160  
Fax (813) 229-0165

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December 9, 2022

Florida Department of State  
Division of Corporations  
Attn: Tammi Cline  
Regulatory Specialist II Supervisor  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Letter # 022A00027180 / Beacon Woods East Master Association

Dear Sir or Madam,

I am the attorney for Beacon Woods East Master Association, Inc. Enclosed please find a copy of Letter # 022A00027180 from your office. Also enclosed please find the amended Articles of Incorporation document, in which the Registered Agent section has been corrected to reflect the Association's current Registered Agent, which is an active Florida entity (the Association is not changing its Registered Agent or Registered Office Address at this time).

Please do not hesitate to reach out to my office again should you need anything further. Thank you for your assistance.

Sincerely,

/s/ Mary Z. Thomas  
For the Firm  
[mary@davidlopezpa.com](mailto:mary@davidlopezpa.com)

cc: Beacon Woods East Master Association, Inc. via e-mail  
Our file # 8644

Prepared by and return to:  
David J. Lopez, P.A.  
P.O. Box 172717  
Tampa, FL 33672-0717

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**BEACON WOODS EAST MASTER ASSOCIATION, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act of the State of Florida, the undersigned, being the President of Beacon Woods East Mater Association, Inc. (hereinafter the "Association"), a Florida not-for-profit corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**FIRST:** the Articles of Incorporation were originally filed with the Secretary of State of Florida on November 9, 1987, as Document No. N23357, and originally recorded as Exhibit "C" to the Master Declaration for Beacon Woods East, at Official Records Book 1710, Page 165, et. seq. of the Public Records of Pasco County, Florida.

**SECOND:** The Amended and Restated Articles of Incorporation includes amendments that required Member approval. The date of adoption for each amendment is August 29, 2022.

**THIRD:** The number of votes cast for the amendments to the Association's Articles of Incorporation was sufficient for approval. The amendments were adopted by a majority of the Members of the Association on August 29, 2022 by vote at a duly noticed and held meeting of the Association, pursuant to Section 617.1002 of the Florida Not For Profit Corporation Act of the State of Florida and Article IX of the Association's Articles of Incorporation.

**FOURTH:** The text of the Articles of Incorporation are hereby amended and restated set forth in the attached AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR BEACON WOODS EAST MASTER ASSOCIATION, INC., which shall supersede the original Articles of Incorporation.

IN WITNESS WHEREOF, we have affixed our hands this 5<sup>th</sup> day of December, 2022 at PASCO County, Florida.

WITNESSES

Sign [Signature]  
Print JACK A. BRUMAGETI

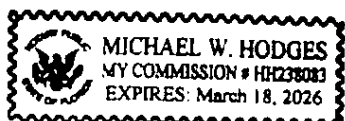
Sign [Signature]  
Print Holly M. Williams

BEACON WOODS EAST MASTER  
ASSOCIATION, INC.

By: [Signature]  
Print Name: RONNIE R. ARMSTRONG  
As: President

STATE OF FLORIDA )  
COUNTY OF PASCO )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of December, 2022 by [Signature] as President of BEACON WOODS EAST MASTER ASSOCIATION, INC.



[Signature]  
Signature of Notary Public - State of Florida  
Print, Type or Stamp Commissioned Name of Notary Public Michael W Hodges

Personally Known \_\_\_\_\_ OR Produced Florida D.L. as Identification

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
BEACON WOODS EAST MASTER ASSOCIATION, INC. ..**

*Substantial rewording. See governing documents for current text.*

The Association is formed as a not-for-profit pursuant to Chapter 617 of the Florida Statutes to administer the DECLARATION and to perform the duties and exercise the powers pursuant to the DECLARATION. All definitions contained in the DECLARATION shall apply to these Articles, and to the Bylaws of the Association. The use of any gender or of any tense in these ARTICLES shall refer to all genders or to all tenses, wherever the context so requires. Pursuant to the provisions and laws of the State of Florida, the undersigned do hereby certify as follows:

**ARTICLE I – NAME**

The name of the corporation is: BEACON WOODS EAST MASTER ASSOCIATION, INC., a Florida corporation not-for-profit (hereinafter referred to as the “ASSOCIATION”).

**ARTICLE II – PURPOSE**

The purposes for which the ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To administer, enforce and carry out the terms and provisions of the Merged, Amended and Restated Declaration for Beacon Woods East (“DECLARATION”), as same may be amended from time to time.
3. To administer, enforce and carry out the terms and provision of any other declaration of covenants and restrictions, or similar document, submitting property to the jurisdiction of, or assigning responsibilities, rights or duties to the DECLARATION, and accepted by the BOARD.
4. To promote the health, safety, welfare, comfort and social and economic welfare of the ASSOCIATION MEMBERS, and the OWNERS and the residents of the SUBJECT PROPERTY, as authorized by the DECLARATION, by these ARTICLES, and by the BYLAWS.

**ARTICLE III – POWERS**

The ASSOCIATION shall have the following powers:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these ARTICLES.
2. All of the powers, express or implied, granted to the ASSOCIATION by the DECLARATION or which are reasonably necessary in order for the ASSOCIATION to

administer, enforce, carry out and perform all of the acts, functions, rights and duties provide in, or contemplated by, the DECLARATION.

3. To make, establish and enforce rules and regulations governing the use and maintenance of the SUBJECT PROPERTY.
4. To make and collect ASSESSMENTS against MEMBERS of the ASSOCIATION to defray the costs, expenses, reserves and losses incurred or to be incurred by the ASSOCIATION and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties.
5. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
6. To purchase insurance for the protection of the ASSOCIATION, its officers, Directors and MEMBERS, and such other parties as the ASSOCIATION may determine to be in the best interests of the ASSOCIATION.
7. To operate, maintain, repair, and improve all COMMON AREAS, and such other portions of the SUBJECT PROPERTY as may be determined by the BOARD from time to time.
8. To exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the SUBJECT PROPERTY pursuant to the DECLARATION.
9. To contract for cable television, internet and security services within the SUBJECT PROPERTY as the BOARD in its discretion determines necessary or appropriate.
10. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, streetlights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the MEMBERS of the ASSOCIATION and the OWNERS and residents of the SUBJECT PROPERTY as the BOARD in its discretion determines necessary or appropriate.
11. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and/or to contract with others for the performance of such obligations, services and/or duties.
12. To operate and maintain the surface water management and drainage system of the SUBJECT PROPERTY, including all lakes, retention areas, culverts, and related appurtenances.
13. To sue and be sued.

#### ARTICLE IV – MEMBERS

##### 1. MEMBERS.

- 1.01 Each HOMEOWNERS ASSOCIATION shall be a MEMBER of the ASSOCIATION. Such membership shall be established upon the filing of the articles of incorporation of the HOMEOWNERS ASSOCIATION with the Secretary of State of the State of Florida, and the recording of such articles of incorporation in the public records of the county in which the SUBJECT PROPERTY is located, along with, or as an exhibit to, a declaration of covenants and restrictions or similar document, submitting any PROPERTY of the jurisdiction of the HOMEOWNERS



ASSOCIATION or providing that the HOMEOWNERS ASSOCIATION will operate any PROPERTY.

- 1.02 No OWNER of PROPERTY or a UNIT which is subject to the jurisdiction of a HOMEOWNERS ASSOCIATION shall be deemed a MEMBER of the ASSOCIATION. The vote(s) allocated to the OWNER's PROPERTY or UNIT shall be cast by the HOMEOWNERS ASSOCIATION MEMBER in accordance with the BYLAWS.

2. TRANSFER OF MEMBERSHIP. The share of a MEMBER in the funds and assets of the ASSOCIATION cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the PROPERTY associated with the membership of the MEMBER, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to such PROPERTY.

3. MEMBERS' Voting Rights.

- 3.01 The total number of MEMBERS' votes shall be equal to the total number of UNITS within the SUBJECT PROPERTY.
- 3.02 On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each UNIT.
- 3.03 Each HOMEOWNERS ASSOCIATION MEMBER shall have the number of votes equal to the number of UNITS within the PROPERTY operated by, or subject to the jurisdiction of, that HOMEOWNERS ASSOCIATION at the time of such vote. A HOMEOWNERS ASSOCIATION MEMBER shall cast its votes in the manner provided by the BYLAWS.

4. The BYLAWS shall provide for an annual meeting of the MEMBERS of the ASSOCIATION and may make provision for special meetings of the MEMBERS.

ARTICLE V – DIRECTORS

1. The number, appointment and term of Directors shall be determined in accordance with the BYLAWS.
2. All of the duties and powers of the ASSOCIATION existing under Chapter 617 of the Florida Statutes, the DECLARATION, these ARTICLES, and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, unless otherwise specifically required by the Florida Statutes, the DECLARATION, these ARTICLES, or the BYLAWS.
3. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.

## ARTICLE VII – INDEMNIFICATION

1. 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 is or was a Director, employee, officer or agent of the ASSOCIATION, against expenses (including Attorneys' Fees and appellate Attorneys' Fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such PERSON shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such PERSON is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the PERSON did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.
2. To the extent that that a Director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in written opinion, or (c) by a majority of the MEMBERS.
4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized in this Article.

5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of MEMBERS or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a PERSON who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a PERSON.
6. 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, or is or was serving at the request of the ASSOCIATION as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

#### ARTICLE VIII – BYLAWS

The first BYLAWS shall be adopted by the BOARD, and amended or rescinded in the manner provided by the BYLAWS

#### ARTICLE IX – AMENDMENTS

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

1. A majority of the BOARD shall adopt a resolution setting forth the proposed amendment in directing that it be submitted to a vote at a meeting of the HOMEOWNERS ASSOCIATION MEMBER REPRESENTATIVES, which may be the annual or a special meeting.
2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each HOMEOWNERS ASSOCIATION MEMBER REPRESENTATIVE entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice of a meeting 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.
3. At such meeting, a vote of the HOMEOWNERS ASSOCIATION MEMBER REPRESENTATIVES entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the HOMEOWNERS ASSOCIATION MEMBER REPRESENTATIVES representing a majority of the votes of the entire membership of the ASSOCIATION.
4. Any number of amendments may be submitted to the HOMEOWNERS ASSOCIATION MEMBERS and voted upon them at any one meeting.
5. If all of the Directors and all of the HOMEOWNERS ASSOCIATION MEMBER REPRESENTATIVES eligible to vote sign a written statement manifesting their intention

that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.

6. Upon the approval of an amendment to these ARTICLES, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the SUBJECT PROPERTY is located.

#### ARTICLE X – TERM

The Association shall have perpetual existence.

#### ARTICLE XI – INCORPORATOR

The name and street address of the original incorporator is: BEACON HOMES OF FLORIDA, LTD., a Florida limited partnership, 2494 Bayshore Boulevard, Dunedin, FL 34697.

#### ARTICLE XII –REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The street address of the registered office of the ASSOCIATION is 1950 N. COMMERCE PARKWAY, STE. 5, WESTON, FL 33326. The registered agent of the ASSOCIATION is JAY SHAPIRO & ASSOCIATES, CPA'S, PA, a Florida Profit Corporation.

#### ARTICLE XIII - DISSOLUTION

The ASSOCIATION may be dissolved as provided by law, provided that any such dissolution shall require the consent of all of the HOMEOWNERS ASSOCIATION MEMBER REPRESENTATIVES. In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal of the ASSOCIATION, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to divest or diminish any right or title of any MEMBER vested under the DECLARATION unless made in accordance with the provisions of the DECLARATION. In addition to the foregoing, if at any time the sole member of the ASSOCIATION is a HOMEOWNERS ASSOCIATION, the ASSOCIATION may be dissolved at the election of the HOMEOWNERS ASSOCIATION, and in that event all of the assets, both real and personal, of the ASSOCIATION, shall be transferred and conveyed to the HOMEOWNERS ASSOCIATION.

[Signatures and Notary on following page]

IN WITNESS WHEREOF, on the 29<sup>th</sup> day of August, 2022, the foregoing was duly adopted as the AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR BEACON WOODS EAST by the affirmative vote of the HOMEOWNERS ASSOCIATION MEMBER REPRESENTATIVES representing the HOMEOWNERS ASSOCIATION MEMBERS having at least a majority of the votes of the entire membership of the ASSOCIATION. The following HOMEOWNERS ASSOCIATION MEMBER REPRESENTATIVES approved of this amendment: Ronnie Armstrong (Representing The Estates HOA), Chuck Poppelreiter (Representing Beacon Point HOA), Jack Brummett (Representing the Estates HOA), Timothy Littlefield (Representative of Millwood Village HOA), David Hale (Representative of Barrington Woods HOA).

WITNESSES

BEACON WOODS EAST MASTER  
ASSOCIATION, INC.

Sign [Signature]  
Print Name: JACK A. BRUMMETT

By: [Signature]  
Ronnie Armstrong  
As: President

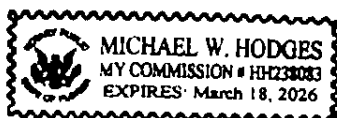
Print \_\_\_\_\_

Sign [Signature]

Print Holly M. Williams

STATE OF FLORIDA )  
COUNTY OF PASCO ) ss.

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of December, 2022, by Ronnie Armstrong, as President of Beacon Woods East Master Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation.



[Signature]  
Signature of Notary Public - State of Florida  
Michael W Hodges  
Print, Type or Stamp Commissioned Name of Notary Public

Personally Known \_\_\_\_\_ OR Produced Flores DL as Identification.