

N40184

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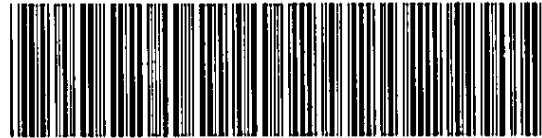
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*Amended & Restated
Articles*

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February 26, 2021

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PLEASE REPLY TO:
LAKE PLACID
SEBRING



Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Lake Placid Eagle's Nest Homeowner's Association, Inc.
Document No. N40184
Our File No. 7581-G

To Whom It May Concern:

Enclosed please our check in the amount of \$43.75 for filing and the return of one certified copy of the enclosed Amended and Restated Articles of Incorporation.

If you have any questions or if anything further is required, please contact me.

Sincerely,



Shannon L. Nash

SLN/tw
Enc.

Prepared by and Return to:
Shannon L. Nash, Esq.
Swaine, Harris & Wohl, PA
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Sebring, Florida 33870
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JEROME KASZUBOWSKI
CLERK OF COURTS, HIGHLANDS CO.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
LAKE PLACID EAGLE'S NEST HOMEOWNER'S ASSOCIATION, INC.**

(A Florida Not For Profit Corporation)

WHEREAS, the name of the corporation is LAKE PLACID EAGLE'S NEST HOMEOWNER'S ASSOCIATION, INC.; and

WHEREAS, the corporation was filed on October 2, 1990, as a Florida Not For Profit Corporation; and

WHEREAS, the corporation, by and through its directors, pursuant to the provisions of Section 617.1002 and 617.1007, Florida Statutes, wishes to amend and restate the Articles of Incorporation (the "Articles"); and

WHEREAS, a quorum of the directors met on the 13th day of January, 2021 at a meeting duly noticed and held for such purpose and by majority vote agreed to propose that the Articles be amended and restated as set forth herein; and

WHEREAS, while no members of the corporation are specifically entitled to vote on proposed amendments to the Articles, the amended and restated Articles set forth hereinafter were submitted at a duly noticed meeting of the membership on the 30th day of January, 2021 and adopted by affirmative vote of not less than two-thirds (2/3) of the membership.

NOW THEREFORE, the Articles are amended and restated as follows:

ARTICLE I. NAME

The name of this corporation is: LAKE PLACID EAGLE'S NEST HOMEOWNER'S ASSOCIATION, INC. (the "Corporation").

ARTICLE II. PURPOSES AND DEFINITIONS

(a) The purpose for which the Corporation is organized is to provide an entity for the operation of the Subdivision, as set forth in the Declaration of Covenants, Conditions, and Restrictions for EAGLE'S NEST ESTATES recorded in O.R. Book 618, Page 876 and Amended Declaration of Covenants, Conditions and Restrictions recorded in O.R. Book 1328, Page 1588 of the Public Records of Highlands County, Florida, as may be amended from time to time (the "Declaration"), and the preservation and maintenance thereof.

(b) The Corporation shall be conducted as a not for profit corporation. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The Corporation shall make no distributions of income to its members, directors, or officers.

(c) The definitions set forth in the Declaration are incorporated herein by reference.

ARTICLE III. POWERS, DUTIES, AND ASSESSMENTS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles. The Corporation shall have all of the powers and duties set forth in the Declaration reasonably necessary to operate the Subdivision as set forth in the Declaration, including, but not limited to, the following:

(a) To own, maintain, and operate EAGLE'S NEST ESTATES property in Highlands County, Florida, including a water and sewer systems, and road, and to establish rules and regulations, levy fines, and collect assessments from members for maintenance, management, and other matters, in accordance with the terms of these Articles, the By-laws of this corporation, and the Declaration.

(b) To own, convey, rent, lease, operate, and maintain sufficient real and personal property to carry out the purposes herein above expressed.

(c) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute any and all such conditions or trusts.

(d) To contract debts and to borrow money, to issue notes and other evidences of indebtedness and to pledge collateral for the repayment of such indebtedness.

(e) To sue and be sued.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these Articles.

(g) To carry out any of the purposes or powers set forth in this Article.

(h) The purposes or powers set forth in this Article are not in limitation of the general powers conferred or to be conferred by the non-profit corporation law of the State of Florida.

ARTICLE IV. MEMBERS

The Owner of a Lot in EAGLE'S NEST ESTATES shall be a member of the Corporation and no other persons or entities shall be entitled to membership. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to his or her lot. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized herein, in the By-laws which may be hereafter adopted, and the Declaration and any amendments thereto recorded in the Public Records of Highlands County, Florida.

ARTICLE V. TERM OF EXISTENCE

The Corporation is to exist perpetually. If the Corporation is ever dissolved, the control or right of access to the property containing the sewer and water management system facilities and access to the road shall be conveyed or dedicated to an appropriate governmental unit or public utility and, if not accepted, then conveyed to a non-profit corporation similar to the Corporation.

ARTICLE VI. ADDRESS

The street address of the principal office of the Corporation is 2624 Abell Road, Lake Placid, Florida 33852. The Board may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board.

ARTICLE VII. DIRECTORS

The Corporation shall be managed by a board of not less than three Directors who shall be elected as set forth in the By-laws.

ARTICLE VIII. OFFICERS

The affairs of the Corporation are to be managed by the officers designated in the By-laws. The corporate Officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

John Olson
2624 Abell Road
Lake Placid, Florida 33852

ARTICLE X. INDEMNIFICATION

The Corporation shall and does hereby indemnify and hold harmless every Director and Officer, their heirs, executors, and administrators, against all loss, cost, and expenses reasonably incurred in connection with any action, suit, or proceeding to which he or she may be made a party by reason of his or her having been a Director or Officer of the Corporation, including reasonable attorneys' fees, except as to matter wherein he or she shall be finally adjudged in such action, suit, or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision

contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the members for approval must be approved by a majority of the members entitled to vote thereon.

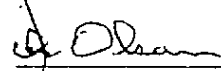
ARTICLE XII. NON-PROFIT CHARACTER

This Corporation is one which does not contemplate pecuniary gain or profit to the members, directors, or officers. Upon dissolution of the Corporation all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations. The private property of the members shall not be subject to the payment of corporate debts of the Corporation; provided that this provision shall not in any manner limit the obligation of each member unto the Corporation as set forth and contained in these Articles of Incorporation, the By-laws which may be hereafter adopted, and the Declaration; or limit the right of the Corporation to levy and assess members for their proportionate share of the expenses of the Corporation, and to enforce collection of such assessments in such manner as may be reserved to the Corporation in the Articles, said By-laws and the Declaration.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

The Corporation hereby designates as its registered office 3018 Abell Road, Lake Placid, Florida 33852 and its registered agent, Wanda L. Gregg, who is located at the same address for service of process. The Corporation's registered office and registered agent may change from time to time.

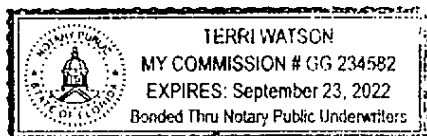
IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 23rd day of February 2021, for the purpose of amending and restating the Articles of Incorporation for this not for profit corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Amended and Restated Articles of Incorporation, and certify that the facts herein stated are true.

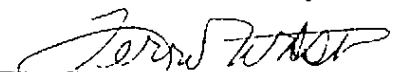

JOHN OLSON, Subscriber, P

STATE OF FLORIDA
COUNTY OF HIGHLANDS


I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared John Olson, to me known to be the person described as subscriber in or who produced Florida driver's license as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me by means of physical presence that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the state and county named above this 23rd day of February, 2021.




Notary Public, State of Florida (affix seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



WANDA GREGG, Registered Agent