

N42290

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Special Instructions to Filing Officer:

Choose between
Amendment and
Second Amended and
Restated Articles

Office Use Only



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11/21/22--01035--031

2023 MAR -5 AM 8:10

A. BUTLER
MAR 10 2023

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Somerset Shores Homeowners Association, Inc.

DOCUMENT NUMBER: N42290

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Garth Olsen

(Name of Contact Person)

Guildhouse Management, Inc.

(Firm/ Company)

P.O. Box 530066

(Address)

Orlando, FL 32853

(City/ State and Zip Code)

guildhousemngt@aol.com

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

For further information concerning this matter, please call:

Garth Olsen

407

643-8792

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

FILED
2023 MAR -5 AM 8:10

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOMERSET SHORES HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Second Amended and Restated Articles of Incorporation are adopted by SOMERSET SHORES HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, for the purposes set forth below. These Second Amended and Restated Articles are a complete restatement and supersede any prior Articles of the Association and amendments thereto.

ARTICLE I

NAME

The name of the corporation shall be SOMERSET SHORES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 101 Sunnyside Rd., Casselberry, Florida 32707.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association shall be 111 N. Orange Avenue, #1400, Orlando, Florida 32801, and the name of the Registered Agent for the Association at that address is Becker & Poliakoff, P.A.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Dwelling Units, Lots and Limited Common Area including the Recreational Facilities (such capitalized terms being defined in the

Declaration identified in Paragraph (a) below) within that certain tract of property described on Exhibit "A" attached hereto, which has been subdivided into a subdivision to be known as Somerset Shores, and containing 46 residential lots, plus common areas (hereinafter referred to as the "Property"); and to promote the health, safety and welfare of the residents within the Property and for the foregoing purposes the Association shall have the right, power and duty to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association set forth in that certain Second Amended and Restated Declaration of Covenants and Restrictions (herein called the "Declaration"), applicable to the Property and recorded or to be recorded in the Public Records of Orange County, Florida, as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set for the herein in its entirety;

(b) Maintain, repair, restore, make additions to and replace the Limited Common Area and the improvements therein and thereon, including, without limitation, the Recreational facilities and hire such personnel, acquire such equipment and contract for such services (including lawn and other maintenance services) and enter into such other contracts as the Association at any time determines to be necessary or desirable to carry out its duties;

(c) Maintain, including replacement, when necessary, the exterior paint of Dwelling Units and hire such personnel, acquire such equipment, and contract for such services and enter into such other contracts as the Association at any time determines to be necessary or desirable to carry out its duties, including payment for same in a timely manner. In the event a lien is filed against an individual Lot or Dwelling Unit, which resulted from work contracted for by the Association, the Board shall be required to have any such lien removed within sixty (60) days of notice of the existence of the lien;

(d) Maintain, including replacement, when necessary, the landscaping, including lawns, trees, shrubbery, and sprinkler system on each Lot within the subdivision and hire such personnel, acquire such equipment, and contract for such services and enter into such other contracts as the Association at any time determines to be necessary or desirable to carry out its duties, including payment for same in a timely manner. In the event a lien is filed against an individual Lot or Dwelling Unit, which resulted from work contracted for by the Association, the Board shall be required to have any such lien removed within sixty (60) days of notice of the existence of the lien;

(e) Obtain and maintain fire and extended coverage and public liability insurance covering the Association and its property, including the Limited Common Area, and other insurance coverage as the Association deems appropriate, all of

such policies to be in such amounts as the Association may from time to time determine;

(f) Administer the affairs of the Association and in connection therewith hire personnel, contract for services (including management and accounting services), purchase supplies and equipment, retain attorneys and accountants, and enter into such other contracts and incur and pay other such costs and expenses as the Association deems necessary or desirable to manage and administer the business and affairs of the Association;

(g) Fix, levy, collect and enforce payment by any lawful means all charges or assessments made 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 all licenses, taxes or governmental charges levied or imposed against any property of the Association;

(h) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(i) Borrow money, with the assent of two-thirds (2/3) of the members voting at a meeting at which a quorum is established, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(j) Dedicate, sell, or transfer all or any part of the Limited Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Association. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members of the Association agreeing to such dedication, sale or transfer;

(k) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee simple or undivided fee simple interest in any Lot or Dwelling Unit which, pursuant to the Declaration, is subject to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be

separated from ownership of any Lot or Dwelling Unit which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

Each Member shall be entitled to one (1) vote for each Lot or Dwelling Unit owned by such Member and in no event shall more than one (1) vote be cast with respect to any such Lot or Dwelling Unit. If two (2) or more members own record title to any Lot or Dwelling Unit, the vote of such Members may be exercised only by a majority in interest of such Members.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors composed of five (5) Directors who shall be members of the Association. The Directors shall serve until their successors are elected in accordance with the Bylaws of the Association.

ARTICLE VIII

OFFICERS

The Corporation shall have a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws.

Officers shall be elected biennially by the Directors and shall hold office for a two (2) year period from the date of the election.

ARTICLE IX

DISSOLUTION

The Association may be dissolved by written instrument signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or agencies to be used for purposes similar to those for which this Association was created. In the event 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 such similar purposes.

ARTICLE X

DURATION

The Association shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the vote of not less than two-thirds (2/3) of the Board of Directors, subject to limitations set forth in the Bylaws.

Wherefore, these Second Amended and Restated Articles of Incorporation were duly adopted by 2/3 of the Association's membership executing a written consent on this 8th day of November, 2022.

SOMERSET SHORES HOMEOWNERS
ASSOCIATION, INC.

By: Deborah F. Steinmetz

President

Print Name: Deborah F. Steinmetz

Attest: Linda Hagerty

Secretary

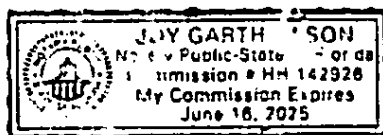
Print Name: Linda Hagerty

STATE OF FLORIDA
COUNTY OF Orange

THE FOREGOING instrument was acknowledged before me this 8th day of November, 2022, by Deborah F. Steinmetz President of the Association, who is personally known to me or produced identification as identification, and Linda Hagerty, Secretary of the Association, who is personally known to me or produced identification as identification.

Notary Public [Signature]

Stamp of Seal:



Lined area for text entry.

The date of each amendment(s) adoption: November 8, 2022 if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ 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 11/15/2022

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)

Deborah F. Steinmetz

(Typed or printed name of person signing)

President

(Title of person signing)



1000 LEGION PLACE, SUITE 1700 • ORLANDO, FL 32801
PHONE: 407-581-9800 • FAX: 407-581-9801

March 1, 2023

VIA FIRST-CLASS U.S. MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Filing Second Amended and Restated Articles of Incorporation
Document/Reference No.: N42290**

To Whom it May Concern:

Our office represents Somerset Shores Homeowners Association, Inc. (the "Association"). Recently, on behalf of our client, we sought to file the Association's Second Amended and Restated Articles of Incorporation with Florida's Department of State. We enclosed in the mailing a completed copy of the Articles of Amendment to Articles of Incorporation form found on Sunbiz.org and, as customary, attached a copy of the Second Amended and Restated Articles of Incorporation. This apparently resulted in some confusion as our client received the enclosed letter back from the Division of Corporations.

Accordingly, we are resending the mailing to you, only this time we are enclosing only the Second Amended and Restated Articles of Incorporation. To be clear, this filing should be treated as an amendment to the Association's articles of incorporation and filed accordingly.

If you have any questions regarding this matter, or if there is any confusion regarding what needs to be filed, please contact me.

Very truly yours,

Paul T. Hinckley

PTH/slw



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 17, 2023

GARTH OLSEN
P.O. BOX 530066
ORLANDO, FL 32853

SUBJECT: SOMERSET SHORES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N42290

We have received your document for SOMERSET SHORES HOMEOWNERS 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 ARE UNABLE TO HAVE AMENDMENT AND SECOND AMENDED AND RESTATED ARTICLES PROCESS. YOU HAVE TO CHOOSE ONE TO BE PROCESS.

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: 223A00003872

