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THE POOLS AT WINDYARD PASSAGE HOMEOWNERS' ASSOCIATION, INC.

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AMENDED & RESTATED

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION**THE POOLS AT WINDWARD PASSAGE HOMEOWNERS' ASSOCIATION, INC.**

The Board of Directors and Shareholders owning a majority of the shares entitled to vote of THE POOLS AT WINDWARD PASSAGE HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation (the "Corporation"), hereby adopt and amend in its entirety the Articles of Incorporation of the Corporation as follows:

1. **PURPOSES AND POWERS** - The specific purposes for which the Association is formed are:
 - 1.1 To provide for the maintenance, preservation and architectural control of the residential lots, common areas and all improvements [as defined in the Declaration of Covenants and Restrictions, hereinafter referred to as the Declaration] according to the provisions of the Declaration, relative to that certain plat recorded among the public records of Pinellas County, Florida, to wit:

LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11, THE POOLS AT WINDWARD PASSAGE,
as recorded in Plat Book 51, Page 34, of the Public Records of Pinellas County, Florida.
 - 1.2 To promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association for these purposes.
 - 1.3 In carrying out these purposes, the Association shall hold and exercise all of the authority granted to nonprofit corporations under Florida law as it may from time to time exist, including, but not limited to, the following specific powers:
 - 1.3.1 To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.
 - 1.3.2 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth in its entirety
 - 1.3.3 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 other expenses incident to the conduct of the business

of Association, including, but not limited to all licenses, taxes or governmental changes levied or imposed against the property of the Association.

- 1.3.4 To maintain, repair and operate the property of the Association.
 - 1.3.5 To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners.
 - 1.3.6 To reconstruct improvements after casualty and make further improvements upon the property.
 - 1.3.7 To enforce by legal means the provisions of the Declaration, and the Articles of the Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto.
 - 1.3.8 To employ personnel to perform the services required for proper operation of the Association.
 - 1.3.9 To 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.
 - 1.3.10 To borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
 - 1.3.11 To dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by two thirds (2/3) of the members, agreeing to such dedication, sale or transfer.
 - 1.3.12 To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.
- 1.4 The foregoing notwithstanding, the Association is not formed for the pecuniary gain or profit of, and neither its net earnings nor any part thereof shall be distributable to its members, directors, officers, or other individuals; nor shall it engage in any activity which is not permitted to be carried on by a corporation which is exempt from federal income taxes under Section 501(c)(4) of the Internal Revenue Code of 1986 as amended or any other provision of federal income tax laws and/or regulations of the Internal Revenue Service

- 2 **MEMBERSHIP** – Every personal or entity who is a record owner of a fee or undivided fee interest in any lot or dwelling unit within The Pools at Windward Passage shall be a member of the Association. No person except an owner is entitled to membership in the Association.

Each membership shall be appurtenant to the lot and shall be transferred automatically by a conveyance of record title to such lot. An owner of more than one lot is entitled to one membership for each lot to which such owner holds record title. If more than one person holds interest in any lot, all such persons shall be members; provided, however that only one (1) vote shall be cast with respect to any one Lot. No person other than the owner may be a member of the Association, and a membership may not be transferred except by a transfer of record title to the lot to which it is appurtenant.

- 3 **BOARD OF DIRECTORS** – The governance of the Association shall be vested in a board of directors and shall be carried out in accordance with Bylaws to be adopted from time to time, by the affirmative vote of the Members. The Board of Directors shall be composed of five (5) directors. The names and addresses of each person who is to serve as a current Director are as follows:

- 3.1 James Lau, 215 Windward Passage, Clearwater, FL 33767.
- 3.2 Bruce Brock, 215 Windward Passage, Clearwater, FL 33767.
- 3.3 Sean Talarico, 215 Windward Passage, Clearwater, FL 33767.
- 3.4 John Brawley, 215 Windward Passage, Clearwater, FL 33767.
- 3.5 Eugene R. Dorn, 215 Windward Passage, Clearwater, FL 33767

- 4 **OFFICERS** – The affairs of the Association shall be administered by a President, a Secretary, a Treasurer and such other officers as may be designated from time to time by the Board of Directors. The Officers shall be elected every year at the first meeting following the annual meeting of the members of the Association. The names and addresses of the Officers who shall serve until their successors are elected by the Board of Directors are as follows:

- 4.1 President – James Lau, 215 Windward Passage, Clearwater, FL 33767
- 4.2 Treasurer – Bruce Brock, 215 Windward Passage, Clearwater, FL 33767
- 4.3 Secretary – Sean Talarico, 215 Windward Passage, Clearwater, FL 33767

- 5 **INDEMNIFICATION OF DIRECTORS, OFFICERS AND MEMBERS** – The Board of Directors shall authorize the Association to pay or reimburse any present or former director, officer or member of the Association any judgments, fines, penalties, costs, or expenses actually and necessarily incurred in any action, suit or proceeding to which he or she is made a party by reason of holding such position if he or she acted in good faith and in a manner reasonably believed to be

in, and or not opposed to, the best interest of the Association; provided, however, that there shall be no such indemnification if he or she is finally adjudicated therein to be liable for negligence or misconduct in the performance of his duty to the Association. The indemnification herein provided shall also extend to the good faith expenditures incurred in anticipation of or preparation for threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceeding, whether formally instituted or not. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer or member serving the Association may be entitled.

- 6 **BYLAWS** – The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.
- 7 **DISSOLUTION** – The Association may be dissolved upon written assent signed by not less than two-thirds (2/3) of the members. Upon the 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 to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.
- 8 **TERM** – The term of the Association shall be perpetual.
- 9 **AMENDMENTS** – These Articles may only be amended in the following manner:
- 9.1 **NOTICE**: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- 9.2 **VOTE**: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than two-thirds (2/3) of the votes of the entire membership of the Association.
- 9.3 **LIMIT ON AMENDMENT**: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without the unanimous written approval of the members of the Association.
- 9.4 **CERTIFICATION**: A copy of each amendment shall be certified by the Secretary of State.

Signature on the following page

IN WITNESS WHEREOF, the undersigned being the President of the Corporation has hereunto set his hand as of the 14th of February 2017 for the purpose of amending the Articles of Incorporation pursuant to Section 607.1006 of the Corporation Act, and I hereby make and file with the Department of State of the State of Florida the Amended Articles of Incorporation and certify that the facts herein stated are true and were approved by a majority consent of all shareholders and that majority consent was sufficient for approval.

THE POOLS AT WINDWARD PASSAGE
HOMEOWNERS' ASSOCIATION, INC.

By: James V. Lau
James V. Lau
President

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR
SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, THE POOLS AT WINDWARD PASSAGE HOMEOWNERS' ASSOCIATION, INC., desiring to incorporate under the laws of the State of Florida, hereby designates Chestnut Business Services, Inc., located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation; at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated this 16th day of November, 2017

CHESTNUT BUSINESS SERVICES, LLC, a Florida
limited liability company

By: 

STEVEN A. WILLIAMSON
Vice President