

THIS DOCUMENT PREPARED BY  
AND RETURN TO:  
Brian S. Hess, Esq.  
CLAYTON & MCCULLOH  
1065 Maitland Center Commons Boulevard  
Maitland, Florida 32751

the space above this line is reserved for recording purposes

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PALISADES HOMEOWNER'S ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Secretary of PALISADES HOMEOWNER'S ASSOCIATION, INC. (hereinafter "Association"), pursuant to the Florida Statutes and the ARTICLES OF INCORPORATION OF PALISADES HOMEOWNER'S ASSOCIATION, INC., recorded in Official Records Book 1120, Page 1601, of the Public Records of Lake County, Florida, as amended and supplemented (hereinafter "Articles"), hereby certify that the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PALISADES HOMEOWNER'S ASSOCIATION, INC., which document is attached hereto and by reference made a part hereof (hereinafter "Amended Articles"), was duly adopted at a meeting of the members on the 23<sup>rd</sup> day of February, 2017 (hereinafter the "Meeting").

Said Amended Articles was approved at the Meeting in accordance with the requirements of Article XII of the Articles, as amended, by the affirmative vote of a majority of a quorum of the members. Proper notice was given for the Meeting pursuant to the Bylaws of the Association and the Florida Statutes. The Notice of the Meeting stated the purpose, time, date and location of the Meeting.

The Association is a homeowners association created pursuant to the laws of the State of Florida. With the exception of the attached Amendment, all other terms and conditions of the Articles shall remain in full force and effect.

IN WITNESS HEREOF, the Association has caused these presents to be executed in its name, this 10<sup>th</sup> day of May, 2017.

Signed, sealed and delivered  
in the presence of:

R.D. McCall  
(Sign - Witness 1)

R.D. McCall  
(Print - Witness 1)

Joseph E Cummings  
(Sign - Witness 2)

JOSEPH E Cummings  
(Print - Witness 2)

R.D. McCall  
(Sign - Witness 1)

R.D. McCall  
(Print - Witness 1)

Joseph E Cummings  
(Sign - Witness 2)

JOSEPH E Cummings  
(Print - Witness 2)

PALISADES HOMEOWNER'S  
ASSOCIATION, INC.

By: Ernest S. Kirkland  
(Sign)

ERNEST S. KIRKLAND  
(Print)

President, Palisades Homeowner's  
Association, Inc.

Attest: J. Mantouani  
(Sign)

J. MANTOUANI  
(Print)

Secretary, Palisades Homeowner's  
Association, Inc.

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing was acknowledged before me this 10<sup>th</sup> day of May,  
2017, by ERNEST S. KIRKLAND, as President, and  
JOAQUIN MANTOUANI, as Secretary, of PALISADES HOMEOWNER'S  
ASSOCIATION, INC. a Florida not for profit corporation, on behalf of the corporation, who are  
personally known to me or who have produced \_\_\_\_\_ as identification.

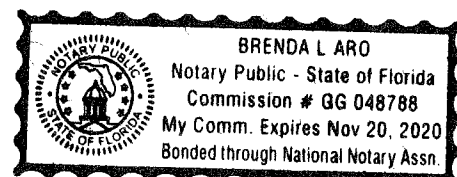
NOTARY PUBLIC

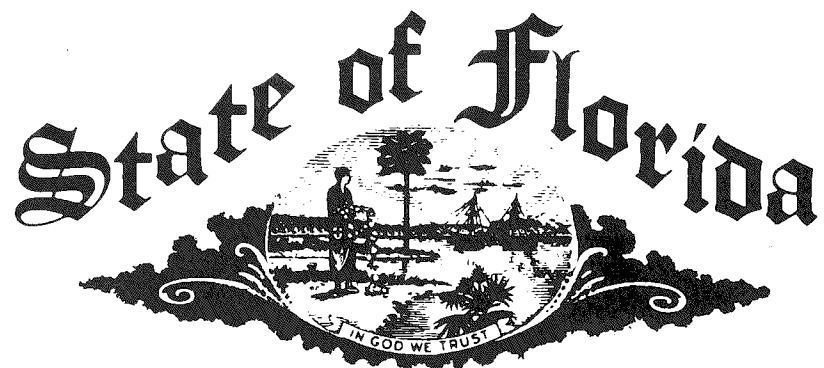
Brenda L Aro  
(Sign)

BRENDA L ARO  
(Print)

State of Florida, At Large

My Commission Expires:





## Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on April 3, 2017, for PALISADES HOMEOWNER'S ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N44453.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Fifth day of April, 2017



CR2EO22 (1-11)

*Ken Detzner*

Ken Detzner  
Secretary of State

**AMENDED AND RESTATED ARTICLES OF INCORPORATION****OF****PALISADES HOMEOWNER'S ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned, in accordance with Article XII of the Articles of Incorporation, as amended, constituting the Board of Directors of the Association, and with the approval by a majority of a quorum of the members, desiring to entirely amend, replace and restate the Association's Articles of Incorporation filed with the office of the Secretary of State of Florida on July 26, 1991, Document Number N44453, as amended, do hereby certify as follows:

**FIRST: Amendment adopted:**

The Articles of Incorporation of Palisades Homeowner's Association, Inc. are hereby amended and restated in their entirety as follows:

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, who is of full age, desiring to form a corporation not for profit, does hereby certify:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is Palisades Homeowner's Association, Inc., hereinafter called the "Association."

**ARTICLE II**  
**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 2180 West S.R. 434, Suite 5000, Longwood, FL 32779, or such other location as the Board of Directors may from time to time designate.

**ARTICLE III**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office and agent of the Association is Sentry Management, Inc., c/o James Hart, Jr., whose address is 2180 West S.R. 434, Suite 5000, Longwood, FL 32779, or such other registered office and registered agent as the Board of Directors may from time to designate.

**ARTICLE IV**  
**PURPOSE 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 maintenance, preservation and architectural control of the Property as more fully described in the Declaration

(hereinafter defined), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and in pursuit thereof the Association shall be empowered to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association, as set forth in that certain Declaration of Protective Covenants, Conditions and Restrictions for Palisades, Phase I, dated July 29, 1991, and recorded on August 8, 1991, in Official Records Book 1120, Page 1626, of the Public Records of Lake County, Florida, as heretofore amended and as same may hereafter be amended and/or amended and restated from time to time as therein provided (hereinafter called the "Declaration")<sup>1</sup>

(b) fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; to pay 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 the property of the Association;

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

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes as this Association, or annex additional residential property and Common Area;

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

Actions described in paragraphs (c) through (g) inclusively that are provided above must comply with the following requirements:

1. Non-budgeted actions described in paragraphs (c) through (g) above may be completed with the approval of a majority of all eligible Board members. On an annual basis, the total annual value of these non-budgeted actions shall not exceed twenty percent (20%) of the approved annual budget in effect, except as provided below; and

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<sup>1</sup> All capitalized terms not defined herein shall have the meanings ascribed to them in the Declaration.

2. On an annual basis, non-budgeted actions, described in paragraphs (c) through (g) above, valued in excess of twenty percent (20%) of the approved annual budget in effect may only be completed with the approval of sixty percent (60%) of the eligible Class A and Class B Members who are voting in person or by proxy at a duly called and noticed annual or special meeting of the Members of the Association.

#### **ARTICLE V** **MEMBERSHIP**

Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject, by covenants of record, to any assessment by the Association, including contract sellers, shall be a member of the Association. The Golf Course Property Owner, its successors or assigns as owners of the Golf Course Property, shall be a Member of the Association. The Golf Course Property Owner membership rights shall be appurtenant to and may not be separated from its ownership of the adjacent Golf Course Property and its voting rights are contingent upon its payment of assessments equivalent to assessment for one (1) Lot. The foregoing Article is not intended to include persons or entities who or which 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 which is subject to any assessment by the Association.

#### **ARTICLE VI** **MEETINGS OF MEMBERS: ATTENDANCE VALIDATION REQUIREMENTS**

The minimum number of eligible Class A and Class B Members required to attend Annual or Special meetings of the Members, in order for any such meeting to be called to order and for any business to be conducted at such meeting, is twenty-five percent (25%) of the total number of eligible Class A and Class B Members. Attendance of annual or special meetings of the Members by eligible Class A and Class B Members may be accomplished in person or by proxy. Notwithstanding anything contained herein to the contrary, no vote can take place at an Annual or Special meeting of the Members unless the subject(s) to be voted upon is/are clearly stated in meeting agendas sent to all Members duly and legally noticed in advance of said meetings.

#### **ARTICLE VII** **VOTING RIGHTS**

The Association shall have three classes of voting membership: Class A, Class B, and Class C, and shall be as stated in Article III of the Declaration and further clarified in other Articles of the Declaration and shall conform to the Declaration in all such respects.

#### **ARTICLE VIII** **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of at least three (3) directors. After the Turnover Date, Members of the Board of Directors must be Members of the Association, except for one director that shall be appointed by the Developer, pursuant to Article

III, Section 3 of the Declaration. The number of directors may be changed by amendment of the By-Laws of the Association, but shall never be less than three (3) or more than nine (9) directors; however, the Board of Directors must always consist of an odd number of directors.

Subject to the Developer's right to appoint directors as provided in the Declaration, directors shall be elected in staggered terms of three (3) years. As of the date of the Annual meeting of the Members in 2017, there shall be seven (7) directors of the Association; six (6) to be elected by the Members, and one (1) appointed by the Developer. For the election at the Annual meeting of the Members to be held in 2017, the Members shall elect two (2) directors for terms of three (3) years, two (2) directors for terms of two (2) years, and two (2) directors for terms of one (1) year. For the 2017 election, the two (2) candidates receiving the highest number of votes will serve a three (3) year term, the two (2) candidates receiving the next highest number of votes will serve a two (2) year term, and the two (2) candidates receiving the next highest number of votes will serve a one (1) year term. Therefore, in 2018, two (2) directors shall be elected for a three (3) year term, and in 2019, two (2) directors shall be elected for a three (3) year term. In 2020, two (2) directors shall again be elected for a three (3) year term, and the pattern shall continue thereafter indefinitely, unless otherwise provided by amendment or law. In the event that through the process of resignation and appointment, or change in the number of directors (including a change in the number of directors elected by the membership due to the Developer not appointing a director), or failure to hold an election for lack of a minimum validated attendance (e.g., quorum) at any Annual meeting of the Members, the terms of directors shall deviate from the staggered system established above, the Board of Directors may designate shorter terms for the election of certain seats on the Board of Directors or take any other action deemed by the Board of Directors to be necessary so as to retain a system of staggered terms, provided that no elected director may be required to shorten the term to which such director was elected.

#### **ARTICLE IX** **OFFICERS AND THEIR DUTIES**

The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

#### **ARTICLE X** **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval of the

dissolution as may be required by Florida law.

**ARTICLE XI**  
**DURATION**

The Association shall exist perpetually, except as otherwise dissolved pursuant to Article X above and Florida law.

**ARTICLE XII**  
**AMENDMENTS**

These Articles may be amended from time to time by approval of not less than fifty percent plus one (50% +1) of the eligible Class A and Class B Members who are voting in person or by proxy; such approval to take place at a duly called and noticed Annual or Special meeting of the Members of the Association. Amendment of these Articles may be proposed by the Board of Directors or by eligible Class A and Class B Members holding no less than ten percent (10%) of the total eligible Class A and Class B votes of the Membership.

**ARTICLE XIII**  
**BY-LAWS; CONFLICTS**

The By-Laws may be amended as provided for in the By-Laws. In the case of any conflict between these Articles of Incorporation and the By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and the By-Laws, the Declaration shall control. In the case of any conflict between the Declaration and these Articles of Incorporation, the Declaration shall control.

**ARTICLE XIV**  
**ORIGINAL INCORPORATORS**

The names and residential addresses of the original subscribers to the Articles of Incorporation were:

Robert M. Shakar	1311 S. Vineland Road Winter Garden, Florida 34787	
Neal W. Narris	1311 S. Vineland Road Winter Garden, Florida 34787	
Joseph H. Staley, III	1311 S. Vineland Road Winter Garden, Florida 34787	



**ARTICLE XV**  
**INDEMNIFICATION**

The Association shall indemnify every director and every officer, his heirs, executors and administrators, to the full extent allowed by law including without limitation, against all loss and costs and expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being or having been a director or an officer of the Association, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for, or guilty of, gross negligence or willful misconduct. The Association shall, to the extent it is available, obtain insurance covering all of its officers and directors against liability or loss in connection with the foregoing matters for which indemnification is appropriate and for such other matters as may be allowed by law. 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 XVI**  
**NON-PROFIT STATUS**

No part of the net earnings of the Association shall inure to the benefit of any of its Members or any other individual. Accordingly, the Association shall not carry on any activity for the profit of its Members, or distribute any gains, profits, or dividends to any of its Members, as such, or engage, except to an insubstantial degree, in any activities which are not in furtherance of the specific and primary objects and purposes of the Association. The Association may, however, provide a rebate, reimbursement or refund of excess membership dues, fees or Assessments to its Members. In determining whether there should be any such rebate, reimbursement or refund, the earnings of the Association are not to be taken into account in any manner.

**SECOND:** The date of adoption of the Amended Articles was the 23<sup>rd</sup> day of FEBRUARY, 2017.

**THIRD:** Adoption of Amendment:

Article XII of the Articles of Incorporation, in effect prior to the adoption of the instant Amended Articles provides that amendments of these Articles shall require the assent of a majority of a quorum of the members.

The Members of the corporation were entitled to vote on the Amended Articles. The Members of the Association duly adopted these Amended Articles in accordance with the above-stated provision. **The number of votes cast for the Amended Articles was sufficient for approval.**

THE ASSOCIATION has caused these presents to be executed in its name this 23<sup>rd</sup> day of FEBRUARY, 2017.

PALISADES HOMEOWNER'S ASSOCIATION, INC.

By:



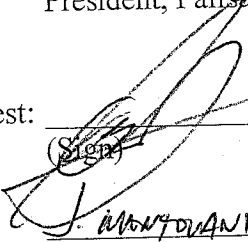
(Sign)

ERNEST S. KIRKLAND

(Print)

President, Palisades Homeowner's Association, Inc.

Attest:



(Print)

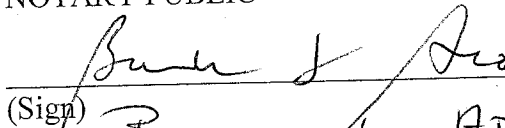
Secretary, Palisades Homeowner's Association, Inc.

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing was acknowledged before me this 23<sup>rd</sup> day of February, 2017, by ERNEST S. KIRKLAND as President and JOAQUIN MANTOLANI, as Secretary, of PALISADES HOMEOWNER'S ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.

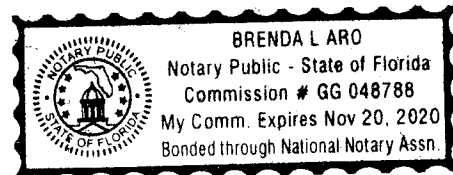
NOTARY PUBLIC



(Sign)

BRENDA L. ARO

(Print)

State of Florida, At Large  
My Commission Expires:

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Amended and Restated Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of Florida law.

SENTRY MANAGEMENT, INC.

Dated: 3/13/17By: Print Name: Bradley PongTitle: PresidentCERTIFICATE OF SECRETARY

I, Joaquin Mantovani, the duly elected and qualified Secretary of Palisades Homeowner's Association, Inc., a Florida not-for-profit corporation, hereby certify that the following resolutions were duly adopted by achieving a quorum and by obtaining the proper majority vote of the Members of Palisades Homeowner's Association, Inc. on the 23<sup>rd</sup> day of February, 20 17.

"RESOLVED, that the Members hereby approve, adopt and ratify the Amended and Restated Articles of Incorporation in the form attached to this action, to be effective immediately."

Dated: February 23, 2017By: Print Name: J. Mantovani