

AMENDED AND RESTATED ARTICLES OF INCORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMPASS LAKE IN THE HILLS PROPERTY
OWNERS ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

Upon approval of these Amended and Restated Articles of Incorporation by a vote of not less than two-thirds of the members present at a meeting duly held on May 5, 1998, the undersigned do hereby acknowledge the adoption of the following Amended and Restated Articles of Incorporation. Amended by not less than two-thirds of the members present at a meeting duly held on May 7, 2002. Amended by not less than two-thirds of the members voting at a meeting duly held May 9, 2011. Amended by not less than two-thirds of the members voting at a meeting duly held on November 9, 2013.

**ARTICLE I - NAME AND PRINCIPAL
PLACE OF BUSINESS OF THE CORPORATION**

The name of this corporation, hereinafter called the "Association", shall be COMPASS LAKE IN THE HILLS PROPERTY OWNERS ASSOCIATION, INC., a corporation not-for-profit. Its principal office and place of business shall be at 645 Compass Lake Drive, Alford, Florida 32420. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to promote the maintenance, preservation, management, and aesthetic appeal of the land, improvements and amenities within the subdivision development known as Compass Lake in the Hills in Jackson County, Florida, and to promote the health, safety, and welfare of the residents and guests within the above-described subdivision development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose. The Association is not an association governed by Sections 617.301 through 617.312 of the Florida Statutes.

Section 2. The Association shall have all of the rights, powers, and privileges now or hereafter conferred upon corporation's not-for-profit under the laws of the State of Florida, including, but not limited to the following:

- (a) To contract with a third party for the management of the Association and to delegate to the contractor all powers and duties of the Association except such as may specifically require the approval of the board of directors or the membership of the Association.
- (b) To dedicate, sell, transfer or lease all or any part of the Association's property to the Compass Lake in the Hills Municipal Services Taxing Unit or to the appropriate public agency or authority as trustee for the Compass Lake in the Hills Municipal Services Taxing Unit for such purposes and subject to such conditions as may be agreed upon by the board of directors.
- (c) To enter into a service contract with the Compass Lake in the Hills Municipal Services Taxing Unit or the appropriate public agency or authority acting as trustee for the Compass Lake in the Hills Municipal Services Taxing Unit to provide for the management and maintenance of the property, facilities and services of the Compass Lake in the Hills Municipal Services Taxing Unit on such terms and conditions as may be agreed upon by the board of directors.
- (d) To purchase insurance upon all properties the Association shall hold or manage

and insurance for the protection of the Association and its members.

(e) To improve property under its ownership, management, or control and, after casualty, to reconstruct improvements.

(f) To enforce by legal means the provisions of these Articles, the Bylaws of the Association, and the rules and regulations for the use of the property of the subdivision development.

(g) To enter into contracts or agreements for the maintenance of accounting and book-keeping records and for the use of data processing facilities or services, so as to carry out Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records..

(h) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(i) To employ all personnel and engage such professional services as are reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.

(j) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not-for-profit, reasonably necessary or convenient to carry out and perform the purposes for which the Association is organized and its enumerated powers.

(k) To establish fees, rents and charges for the use and occupancy of properties owned, controlled or managed by the Association.

(l) To enact rules and regulations concerning the use and enjoyment of the property and facilities owned, controlled or managed by the Association not inconsistent with the laws and ordinances of Jackson County or the Compass Lake in the Hills Municipal Services Taxing Unit.

(m) To establish fines and impose and collect said fines from members of the Association who violate provisions of these Articles of Incorporation, Bylaws or Rules and Regulations of the Association.

(n) To establish and operate a volunteer fire department to serve the community and cooperate with other area fire departments in providing fire protection.

(o) To acquire, by gift or otherwise, lots within the Compass Lake in the Hills community and to sell, transfer or lease lots so acquired.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided that he or such firm or corporation so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall in any way be affected or invalidated thereby. Any director of this Association who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

**ARTICLE III - QUALIFICATION OF
MEMBERS AND THE MANNER OF THEIR ADMISSION**

Section 1. Every person or legal entity who owns or is purchasing from Compass Lake Development Corporation or its successor or successors, a lot or subdivided parcel which is subject to assessment by the Compass Lake in the Hills Municipal Services Taxing Unit (hereinafter referred to as "lot") shall be a member of the Association. Where more than one person holds an interest in a lot, all such persons shall be deemed members. Where a corporation holds an interest in a lot, the officers, directors and employees designated by the corporation shall be deemed members, up to a maximum of five.

Section 2. Ownership of a lot with a value in excess of \$1,000.00 on the tax roles of Jackson County, Florida, shall be a prerequisite to exercising any rights as a member. Each member of the Association shall be entitled to one vote for each lot which that member owns or is purchasing pursuant to a recorded instrument in the public records of Jackson County, Florida, provided that when more than one member holds an interest in a particular lot, there shall be only one vote for such lot. Split or fractional voting shall not be permitted. When a lot is owned by more than one person or by a corporation, association, partnership or trust, the owner or owners shall designate in writing in the manner prescribed by the Association the person entitled to exercise the voting rights of the members. The Board of Directors may place reasonable limits on the number of persons which a corporate owner may designate to use the facilities and amenities of the Association. In the event that a lot shall have multiple owners, the Board of Directors may limit the use of the facilities and amenities of the Association to the family of a single owner domiciled in one residence.

Section 3. Membership shall not be transferable, except as provided herein. The membership of any lot shall terminate upon the termination of the Association, or upon transfer of ownership in the lot. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the lot upon the recording of an instrument evidencing such ownership in the public records of Jackson County, Florida. The Association may rely on a recorded deed or recorded agreement for deed as evidence of transfer of a lot and thereupon terminate the transferor's membership and recognize the member of the transferee.

ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V - NAMES AND RESIDENCES OF THE SUBSCRIBERS

The names and addresses of the subscribers of these Amended and Restated Articles are as follows:

Name	Address
Duane Laster	3105 Custis Street Alford, Florida 32420
Jose Capote	3861 SW 143rd Avenue Miami, FL 33175
Jim Gibbs	2633 Indian Springs Road Marianna, FL 32446
John Padgett	1885 Spring Lake Trace Marianna, FL 32448
John Epley	811 Hood Avenue Alford, Florida 32420

ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and any assistants to such officers or other officers as the Board of Directors may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the next election are:

Name	Office
Duane Laster	President
Jose Capote	Vice President
Sheila Budd	Secretary
John Epley	Treasurer

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons. Members of the Board of Directors shall be members of the Association and eighteen (18) years of age or older. Only one member of any family shall be a member of the Board of Directors and no family member of the Board of Directors shall be an employee of the Property Owners Association. No employee of the Property Owners Association shall be a member of the Board of Directors.

Section 2. The names of the Board of Directors and their terms of office are as follows:

Name	Term
Duane Laster	3 years
Jose Capote	3 years
Jim Gibbs	3 years
John Padgett	3 years
John Epley	3 years

Section 3. At the expiration of the term of each such Director, his successor shall be elected by the members of the Association to serve for a term of three (3) years. A Director shall hold office until his successor has been elected and qualified.

Section 4. Directors may be removed with or without cause, by a two-thirds vote of the membership present at any annual meeting or any special meeting duly called therefore with or without cause by the vote.

Section 5. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board is authorized to fill the vacancy for the remainder of the unexpired term. If after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting.

ARTICLE VIII - BYLAWS

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified or rescinded by the action or approval of the members of the Association. The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

ARTICLE IX - AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on an affirmative vote of two-thirds of the members voting at such meeting. (As amended by vote at Annual Meeting, May 9, 2011)

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members.

ARTICLE X - VOTING

Section 1. Each member in good standing shall be entitled to one vote for each lot owned by the member. Any lot owned by more than one person or by a corporation, association, partnership, or trust shall be entitled to only one vote, to be cast by a designee of the owner or owners. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the lot shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owner or owners of the lot.

Section 2. Votes shall be cast in person or by absentee ballot and where appropriate, by the designated voter. No proxy or power of attorney may be used for purposes of voting. Votes shall be counted by a third-party independent firm, person or entity chosen by the Board of Directors such as a certified public accounting firm, and elected Supervisor of Elections or other third-party firm, person or entity independent from the Association. (As amended by vote at Annual Meeting, May 9, 2011)

Section 3. All members of the Association shall be entitled to vote upon matters affecting the Association, its property, and other possessory interest or uses and election of Directors, except as otherwise provided in these Articles or the Bylaws of the Association.

Section 4. No member shall be deemed in good standing who has failed to pay any sums to the Association when the same are due, nor failed to pay any ad valorem tax, assessment or other charge due to Jackson County or to the Compass Lake in the Hills Municipal Services Taxing Unit.

ARTICLE XI - ADDITIONAL PROVISIONS

Section 1. No officer, Director or member shall be personally liable for any debt or other obligation of the Association.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, Directors or officers. The Association may pay compensation in a reasonable amount to its members, Directors or officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a member of the Board of Directors or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, whether or not he is a member of the Board of Directors or officer at the time such expenses are incurred.

ARTICLE XII - SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the Bylaws or Rules and Regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

ARTICLE XIII - APPOINTMENT OF AGENT FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, John Laymon, 645 Compass Lake Drive, Alford, Florida 32420 is appointed agent for service of process upon COMPASS LAKE IN THE HILLS PROPERTY OWNERS ASSOCIATION, INC.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 9th day of November, 2013.

COMPASS LAKE IN THE HILLS PROPERTY OWNERS ASSOCIATION, INC.

BY: Duane Laster (signed)

President
ATTEST:

By: Sheila Budd _____ Secretary

STATE OF FLORIDA COUNTY OF JACKSON

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared Sheila Budd and Duane Laster, to me known to be the persons described as subscribers in, and who executed the foregoing Amended and Restated Articles of Incorporation, as their own free act and deed.

WITNESS my hand and official seal at Alford, Florida, this 9th day of November, 2013.

Notary Public

