

756435

LAW OFFICES

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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JUN 1 1999

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend

JUN 1 1999

Examiner's Initials

JB

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

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TALLAHASSEE, FLORIDA

SPICEWOOD VILLAGE PROPERTY OWNERS ASSOCIATION, INC. #756435
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

(See Attached)

SECOND: The date of adoption of the amendment(s) was: April 26, 1999

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

SPICEWOOD VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

Corporation Name

William G. Ervin
Signature of Chairman, Vice Chairman, President or other officer

William G. Ervin

Typed or printed name

President

Title

May 7, 1999

Date

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office of the Association will be located at ~~551 S.E. 8th St., Delray Beach~~
Florida, 33444, 3715 Golf Road, Boynton Beach, Florida 33436.

...

**ARTICLE VI
MEMBERS AND VOTING RIGHTS**

...

2. After the recording of the Declaration, tile owners of each parcel or portion thereof subjected to said Declaration (~~including the Developer and contract sellers~~) shall automatically become a member of the Association upon acquisition of a fee simple title (~~or in the case of the Developer, upon the filing of the Declaration~~) of any parcel subjected to said Declaration, by the filing of record therefor a deed in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, evidencing such ownership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. At the time of the filing of said Declaration, the Subscribers who are members of the corporation by virtue of Paragraph 1 above, shall no longer be members by virtue of Paragraph 1.

3. In addition, ~~Developer Association~~ has reserved the right to include additional property within the Declaration of Covenants and Restrictions and upon the subjection of said property to the Declaration of Covenants and Restrictions, to designate the basis of ownership therein which may give rise to additional memberships in the Association. Notwithstanding the provisions of the Declaration of Covenants and Restrictions as now existing, ~~equating lot ownership to automatic membership, the Developer may designate in its sole discretion, ownership of lots or such other parcels as it may deem appropriate to the basis of additional automatic membership upon the subjection of additional property to the Declaration.~~

...

6. The Association shall have ~~two classes of~~ voting membership
~~Class A. Class A members shall be all those owners with the exception of the Developer, Quail Ridge, Ltd. Class A and~~ members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

~~Class B. The Class B member shall be the Developer. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership, provided however, that the Class B membership shall cease and become converted to Class A membership on the~~

happening of the following events, whichever occurs earlier:

~~_____ (a) when the total votes outstanding in Class A membership equal the total votes outstanding in the Class B membership; or~~

~~_____ (b) on January 1, 1982 or~~

~~_____ (c) upon voluntary conversion to Class membership by the Developer.~~

~~From and after the happening of these events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member, entitled to one (1) vote for each Lot in which it holds the interest required for membership.~~

ARTICLE VII BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons and not more than five (5) as determined by the membership at the annual meeting. ~~Until such time as the Developer its successors or assigns, transfers and conveys of record all property subject to the Declaration, said Developer shall have the right to appoint all members of the Board of Directors. At the annual meeting next succeeding the date upon which the said Developer transfers and conveys of record the last of the property owned by it, as set forth hereinbefore, the membership of the Association shall elect the Directors as provided in the By-Laws. Thereafter, succeeding Boards of Directors and succeeding Directors shall be elected by members in the manner and in accordance with the method provided for in the By-Laws of the Association, as the same shall be constituted from time to time.~~

~~The names and post office addresses of the persons who will serve as Directors until the first annual election meeting of members or until their successors are appointed or elected and qualify are as follows:~~

~~_____ John B. Dodge _____ 3715 Golf Rd.
_____ Boynton Beach, Florida 33436~~

~~_____ James D. MacKey _____ 3715 Golf Rd.
_____ Boynton Beach, Florida 33436~~

~~_____ John C. Schuler _____ 3715 Golf Rd.
_____ Boynton Beach, Florida 33436~~

ARTICLE VIII OFFICERS

The officers of the corporation shall be appointed by the Board of Directors, in accordance with the By-Laws of the corporation and, under the direction of the Board, shall carry out those duties assigned to them by the By-Laws. The offices shall consist of a President, a Vice President, and a Secretary/Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. In addition, the Directors may provide for such other officers, agents,

supervisory personnel or employees of the corporation as they shall see fit, none of whom need be a member of the corporation. Commencing with the first regular meeting of the Board of Directors in 1981, officers will be elected annually to hold office until the next annual meeting of the Board or until their successors are elected and qualified. ~~The names of the officers who are to serve until the first election by the Board are as follows:~~

——— John B. Dodge President

——— James D. MacKey Vice President

——— John C. Schuler Secretary/Treasurer

~~None of the Directors or officers shall be required to be a member of this Association to hold office.~~

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ARTICLE X

BY-LAWS

The original By-Laws of this Association shall be adopted by the Board of Directors of the Association, and thereafter the By-Laws may be amended, altered or rescinded by a resolution adopted by a majority of the Board of Directors at any duly called meeting of the Board, and thereafter submitted to the members at any Duly convened meeting of the members and approved by a two-thirds (2/3) vote of the members present or by proxy, provided there is a quorum, and further provided that the notice of such meeting of members specifying the proposed change is given in the notice of meeting. Notice may be waived by any member. Any member of the corporation may propose an amendment to the Board, and the Board shall act upon such proposal at its next meeting. ~~Notwithstanding the foregoing, so long as Developer is the owner of any lot, unit or parcel affected by the Declaration of Covenants and Restrictions, or amendment thereto, or is entitled to appoint the Board of Directors of the Association, no amendment to the By-Laws will be effective without Developer's express written joinder and consent.~~

No amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration. A copy of each amendment shall be attached to a certificate, certifying that the amendment was duly adopted as an amendment to the By-Laws, which certificate shall be executed by the officers of the Association with the formalities of the execution of a deed.

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ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of two-thirds (2/3rds) of the members of this Association present at any meeting of the members of the Association called at least in part to consider such amendment, or approved in writing by the members of this Association having not less than two-thirds (2/3rds) of the total membership vote, ~~provided however, that so long as Developer is owner of any lot or any property affected by the Declaration of Covenants and Restrictions or any amendment thereto or is entitled to appoint the Board of Directors of the Association, no amendment to these Articles of Incorporation will be effective without Developer's express written joinder and~~