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[Handwritten Signature]

MAY 16 2013

T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Dunedin Palms Homeowners Association, Inc.

DOCUMENT NUMBER: J67340

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

Please return all correspondence concerning this matter to the following:

Justin R. Zinzow

Name of Contact Person

Zinzow Law, LLC

Firm/ Company

35111 US Hwy 19 N Ste 302

Address

Palm Harbor FL 34684

City/ State and Zip Code

assistant@zinzowlaw.com

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

For further information concerning this matter, please call:

Justin R. Zinzow

Name of Contact Person

at (727) 787-3121

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Dunedin Palms Homeowners Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

J67340

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: _____, Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe
X Remove V Mike Jones
X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>S</u>	<u>Rosalie Bongo</u>	<u>130 Patricia Ave., #89</u> <u>Dunedin, FL, 34698</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Teresa Tarozzi</u>	<u>130 Patricia Ave., #20</u> <u>Dunedin, FL, 34698</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

The date of each amendment(s) adoption: March 20, 2013

Effective date if applicable: March 20 2013
(no more than 90 days after amendment file date)

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

- The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated April 24, 2013

Signature Maureen Gorton
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Maureen Gorton
(Typed or printed name of person signing)

President
(Title of person signing)

**ARTICLES OF INCORPORATION
OF
DUNEDIN PALMS HOMEOWNERS ASSOCIATION, INC.**

ARTICLE ONE - NAME

The name of this corporation shall be Dunedin Palms Homeowners Association, Inc. ("DPHAI")

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - DEFINITIONS

In these Articles of Incorporation the terms "Assessment," "Bylaws," "Common Expenses," "Common Facilities," "Common Surplus," "Cooperative Property," "Park," "Rules," "Special Assessment," "Tenant," and "Unit Owner" shall have the meanings defined in the Master Occupancy Agreement. The terms "Association," "Board of Administration," "Common areas," "Cooperative," and "Cooperative parcel," and "Unit" shall have the meanings defined in § 719.103, *Florida Statutes*.

ARTICLE THREE - PURPOSE

The purpose of this corporation shall be,

A. To negotiate for, acquire, and operate a manufactured home park, on behalf of the manufactured home owners:

B. To convert the manufactured home park, once acquired, to a condominium, cooperative or other form of ownership, and thereupon to create a condominium, or offer condominium parcels for sale or lease in the ordinary course of business, or, in the case of conversion to a cooperative or other form of ownership, to be the entity that owns the record interest in the property, and that is responsible for the operation of the property;

C. To contract, sue, or be sued, with respect to the exercise or non-exercise of its powers. For these purposes, the powers of DPHAI include, but are not limited to the following:

a. To maintain, manage and operate the Park, and to institute, maintain, settle or appeal actions for hearings in its name, on behalf of all Unit Owners, concerning matters of common interest, including, but not limited to, Common Facilities, Cooperative Property, the Park, structural components of a building or other improvements, mechanical, electrical and plumbing elements serving the Park, and protests of ad valorem taxes on commonly used facilities;

b. To make and collect Assessments and to lease, maintain, repair, and replace the Common Facilities and Cooperative Property;

c. To purchase lots in the Park and to acquire and hold, lease, mortgage, and convey them;

d. Modify, move or create any easement for ingress or egress or for the purposes of utilities, if the easement constitutes part of or crosses the Park, with or without the joinder of any Unit Owners. This section does not authorize DPHAI to modify or move any easement created in whole or in part for the use or benefit of anyone other than the Unit Owners, or crossing the property of anyone other than the Unit Owners, without their consent or approval as required by law or the instrument creating the easement. Nothing in the section affects the rights of ingress or egress of any Unit Owner.

e. To have and exercise all rights and powers conferred upon corporations under the laws of the state of Florida, and the laws of the United States, those set forth in these Articles of Incorporation and the Bylaws, Master Occupancy Agreement, and Rules, and any recorded declarations or restrictions encumbering the Park to the extent that to do so is not inconsistent with Chapter 723, *Florida Statutes*; provided, however, that DPHAI is not empowered to engage in any activity that, in itself, is not in furtherance of its purposes as set forth in this Article.

ARTICLE FOUR – DUTIES

DPHAI shall:

A. If DPHAI has the authority to maintain a class action, DPHAI may be joined in an action as representative of that class with reference to litigation and disputes involving the matters which DPHAI could bring a class action, however nothing herein shall limit the statutory or common law right of any individual Unit Owner or class of Unit Owners to bring any action which may otherwise be available;

B. Include those duties set forth in these Articles of Incorporation and the Bylaws, Master Occupancy Agreement, and Rules, and any recorded declarations or restrictions encumbering the park property to the extent that to do so is not inconsistent with Chapter 723, *Florida Statutes*;

C. Maintain accounting records in the County where the Park is located, according to good accounting practices, such records to be open to inspection by Unit Owners, or their authorized representatives, at reasonable times, and written summaries of such records to be supplied at least annually to such Unit Owners, or their authorized representatives, and shall include, but not be limited to:

a. Records of all receipts and expenditures;

b. An account for each Unit Owner, designated in the name and current mailing address of the Unit Owner, the amount of each Assessment, dates and amounts in which the Assessments come due, the amount paid upon the account, and the balance due;

D. Use its best efforts to obtain and maintain adequate insurance to protect DPHAI and the Park, Cooperative Property, and Common Facilities, and make available for inspection by Unit Owners, at reasonable times, a copy of each policy of insurance.

ARTICLE FIVE- MEMBERSHIP

DPHAI shall have no members or shareholders who are not Unit Owners. At least two-thirds (2/3) of all homeowners within the Park have consented in writing to become members of DPHAI.

ARTICLE SIX - CAPITAL STOCK

The maximum number of shares of Par Value Common Stock at One Cent (\$.01) per value per share, that DPHAI is authorized to have outstanding at anyone time shall be equal to the total number of Units located within the Park. At the present time there are 121 lots.

ARTICLE SEVEN - INITIAL DIRECTORS

The names and addresses of the seven (7) initial directors are:

Jack C. Aiton 130 Patricia Avenue, Lot 20
Dunedin, Florida 33528

Robert A. Peak 130 Patricia Avenue, Lot 73
Dunedin, Florida 33528

Kenneth Daniels 130 Patricia Avenue, Lot 8
Dunedin, Florida 33528

Fredrick Schminke 130 Patricia Avenue, Lot 112
Dunedin, Florida 33528

Donald Martin 130 Patricia Avenue, Lot 118
Dunedin, Florida 33528

Edward J. McFadden 130 Patricia Avenue, Lot 51
Dunedin, Florida 33528

Raymond Dutchburn 130 Patricia Avenue, Lot 106
Dunedin, Florida 33528

The number of Directors may be increased or decreased from time to time, by the method stated in the Bylaws; however. The number of Directors shall never be less than five. Nothing contained in this article shall modify, alter or override any elections of directors or management decisions occurring subsequent to the original incorporation of DPHAI, nor shall this article be read to reinstitute the named initial directors.

ARTICLE EIGHT - INCORPORATORS

The initial incorporator is Jonathan James Damonte, Damonte & Associates, Suite 206, Fortune Federal Building, 7800 -113th Street North, Seminole, Florida 33542. As of the effective date of these amended Articles of Incorporation, management of DPHAI rests with its present Board of Directors; therefore, nothing contained in this article shall be read to reinstitute any person named as an initial incorporator.

ARTICLE NINE - REGISTERED AGENT

The name of the registered agent is Justin Zinzow of Zinzow Law, LLC. The address of the registered office of DPHAI is 35111 US Hwy 19 N. Ste 302, Palm Harbor, FL 34684.

ARTICLE TEN - VOTING RIGHTS

The voting rights of the shareholders are governed by the Bylaws of DPHAI.

ARTICLE ELEVEN - MANAGEMENT OF CORPORATE AFFAIRS

The management of corporate affairs is governed by the Bylaws of DPHAI.

ARTICLE TWELVE - AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board, proposed by them to the Unit Owners, and approved by the affirmative vote of a majority, consisting of fifty percent (50%) plus one, of the total Unit Owners entitled to vote at an annual meeting or at a special meeting called for that purpose. A tie vote shall cause the proposed amendment to fail. Text of the proposed change shall be posted in a conspicuous place in the Park at least four (4) weeks prior to the called meeting. An amendment may also be adopted if all of the Directors and all of the Unit Owners sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Notwithstanding the provisions of this Article, the affirmative vote thresholds established by Florida law, including sections 719.1055(1) through 719.1055(3), *Florida Statutes*, as modified or re-codified by further act of the Florida Legislature, shall apply to any amendments as to the subject matter outlined in the aforementioned statute(s).

ARTICLE THIRTEEN – DISTRIBUTIONS TO UNIT OWNERS

No distributions of Cooperative Property, Common Facilities, or Common Surplus to Unit Owners shall be permitted by DPHAI or its Board. Any Common Surplus shall to be retained by DPHAI for any and all purposes deemed prudent, practical, necessary, or reasonable. The only exception to this Article Thirteen shall be the dissolution or wind-up of DPHAI. In such case, the Unit Owners shall be entitled to distributions of Cooperative Property, Common Facilities, or Common Surplus, or the proceeds thereof, in an amount equal to such Unit Owners pro-rata share of the Common Surplus as described in the Master Occupancy Agreement.

ARTICLE FOURTEEN – CONFLICTS IN DOCUMENTS

In the event of a conflict between these Articles of Incorporation, and the Bylaws, Master Occupancy Agreement, or Rules, the order of control is as follows: the Articles control over the Bylaws, Master Occupancy Agreement or Rules; the Bylaws control over the Master Occupancy Agreement or Rules; the Rules control over the Master Occupancy Agreement.

Adopted by DPHAI on March 20, 2013