

DEC. 8. 10 3:10 PM
Division of Corporations

JONES FOSTER 561 650 0435

4083

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Florida Department of State
Division of Corporations
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DARWIN PLAZA ASSOCIATION, INC.

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JONES FOSTER 561 650 0435

FILED NO. 4083 P. 2
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15 DEC -9 AM 3:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Darwin Plaza Association, Inc.

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

N00000002294

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

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

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

222 Lakeview Avenue

PH-5

West Palm Beach, FL 33401

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

222 Lakeview Avenue

PH-5

West Palm Beach, FL 33401

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:

Jones Foster Service, LLC

505 S. Flagler Dr., Suite 1100

(Florida street address)

New Registered Office Address:

West Palm Beach

(City)

Florida 33401

(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

Larry B. "Ben" Alexander, Manager

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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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>PTD</u>	<u>Thomas J. Morrison</u>	<u>222 Lakeview Avenue</u>
<input checked="" type="checkbox"/> Add			<u>PH-5</u>
<input type="checkbox"/> Remove			<u>West Palm Beach, FL 33401</u>
2) <input type="checkbox"/> Change	<u>SD</u>	<u>Francisco Gil</u>	<u>222 Lakeview Avenue</u>
<input checked="" type="checkbox"/> Add			<u>PH-5</u>
<input type="checkbox"/> Remove			<u>West Palm Beach, FL 33401</u>
3) <input type="checkbox"/> Change	<u>D</u>	<u>Daniel R. Wector</u>	<u>4409 S.W. Long Bay Drive</u>
<input checked="" type="checkbox"/> Add			<u>Palm City, FL 34990</u>
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change	<u>PD</u>	<u>St. Lucie Commercial Holdings, LLC</u>	<u>4000 Ponce De Leon Blvd.</u>
<input type="checkbox"/> Add			<u>#400</u>
<input checked="" type="checkbox"/> Remove			<u>Stuart, FL 33146</u>
5) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>
6) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article V, entitled "Board of Directors", shall be deleted and replaced with the following:

Article V

Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) directors. Until such time as Declarant relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association and no action of the membership of the Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no director or officer need be a Member of the Association. After turnover of control of the Association, all officers and directors must be nominees of Members of the Association, and a Member may have more than one of its nominees serve as officers and directors. The number of directors constituting the initial Board is three (3) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the directors shall be elected by the Members of the Association at the annual meeting. The Developer shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint.

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The date of each amendment(s) adoption: _____, if other than the date this document was signed.


Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

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

Dated 12/8/2015 _____

Signature  _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Thomas J. Morrison

(Typed or printed name of person signing)

President

(Title of person signing)

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