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BASIC AMENDMENT

EDGEWATER PLACE HOMEOWNERS ASSOCIATION, INC.

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**CERTIFICATE OF AMENDMENT TO AMENDED AND
RESTATED ARTICLES OF INCORPORATION OF
EDGEWATER PLACE HOMEOWNERS ASSOCIATION, INC.**
(A Florida corporation not for profit)

Pursuant to Chapter 617.1006 of the Florida Not For
Profit Corporation Act

CENTEX HOMES, as Declarant of Edgewater Place, joined by WILLIAM L. BULLOCK and DARIN SMOUSE as President and Secretary, respectively, of EDGEWATER PLACE HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit ("Association"), do hereby certify under the seal of the Association as follows:

1. The Association was originally incorporated on February 22, 2001, Charter Number N01000001280, under Chapter 617 of the laws of the State of Florida.

2. Amended and Restated Articles of Incorporation were filed with the Secretary of State of the State of Florida on February 19, 2002, under Fax Audit Number H02000038992.

3. The Articles of Incorporation were recorded as Exhibit D to the Declaration of Covenants, Conditions and Restrictions for Edgewater Place, recorded on September 25, 2001, in Official Records Book 11092, Pages 1691 through 1805, of the Public Records of Hillsborough County, specifically at Pages 1771 through 1778.

4. The Amended and Restated Articles of Incorporation were recorded as Exhibit D to that certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Edgewater Place, recorded on March 14, 2002, in Official Records Book 11487, Pages 0994 through 1014, of the Public Records of Hillsborough County, specifically at Pages 1002 through 1014.

5. Declarant is desirous of amending the Articles, in accordance with the requirements of Article 13 of the Articles, to comply with guidelines set forth by the United States Department of Housing and Urban Development ("HUD") in order for prospective home buyers to qualify for FHA financing.

6. The following Amendment was approved by Declarant and adopted by the Board of Directors of the Association on June 14, 2002, and there are no members entitled to vote on the Amendment.

7. The Articles may be amended by an instrument in writing signed by Declarant and filed in the Office of the Secretary of State of the State of Florida.

NOW, THEREFORE, the Articles are hereby amended as follows:

1. Article 6, Members, is hereby revised to read as follows:

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Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. There shall be two classes of membership, as more fully set forth in the Declaration. The Owner of each Lot shall be a member of the Association and shall be entitled to vote as provided in the Declaration and the By-Laws. In addition, Declarant shall be a Member for such period as provided in the Declaration, ~~regardless of whether Declarant owns any Lot.~~ Membership in the Association is appurtenant to, and may not be severed from, the Unit or Lot. The rights and obligations of a Member may not be assigned or delegated except as provided in the Declaration, these Articles of Incorporation, or the Bylaws of the Association, and shall automatically pass to the successor-in-interest of any Owner upon conveyance of such Owner's interest in the Lot or Unit.

Change of an Owner's membership in the Association shall be established by recording in the Office of the Clerk of the Circuit Court of Hillsborough County, Florida, a deed or other instrument establishing record title to a Lot. Upon such recordation, the Owner designated by such instrument shall become a member of the Association and the membership of the prior Owner shall terminate.

2. Article 13, Amendments, is hereby revised to read as follows:

Article 13. Amendments. Until termination of the Class "B" membership, Declarant may unilaterally amend these Articles of Incorporation for any purpose, except that if the U.S. Department of Housing and Urban Development ["HUD"] or the U.S. Department of Veterans Affairs ["VA"] has granted project approval for FHA-insured or VA-guaranteed mortgages on Units, then any amendment shall require the approval of at least 67% of the Class "A" Members and the written consent of the Class "B" Member. After termination of the Class "B" membership, amendments to these Articles of Incorporation may be adopted upon a resolution of the Board and the affirmative vote or written consent of Members representing at least 67% of the Class "A" votes in the Association ~~and the consent of the Class "B" Member, if any.~~ No amendment may be in conflict with the Declaration.

