

NO10000001308

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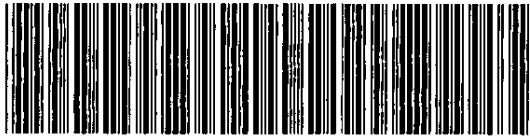
(Business Entity Name)

(Document Number)

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STATE  
TALLAHASSEE, FLORIDA  
10 MAR 10 AM 10:02

Amend  
@ 3/11/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Manors At Emerald Island Resort Homeowners' As

**DOCUMENT NUMBER:** N01000007308

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

Please return all correspondence concerning this matter to the following:

Peter P. Hagood, Esquire

(Name of Contact Person)

Bhavsar, Gifford & Hagood

(Firm/ Company)

1053 Maitland Center Commons, Suite 101

(Address)

Maitland, Florida 32751

(City/ State and Zip Code)

phagood@bghlawfirm.com

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

For further information concerning this matter, please call:

Peter P. Hagood, Esquire

(Name of Contact Person)

at ( 407 ) 425-1202

(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

The Manors At Emerald Island Resort Homeowners' Association, INC.

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

N01000007308

(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)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_  
(Florida street 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*

10 MAR 10 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

Please see attachment which contain the amendments.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC.  
Document Number: N01000007308

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Number. Until Turnover of control by the Class B Member, the affairs of this Neighborhood Association shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Neighborhood Association and who shall be appointed by the Declarant. After Turnover and for so long as Declarant owns at least five percent (5%) of the Lots platted or to be platted in the Properties, the Declarant shall be entitled to appoint one member of the Board. At such time as Declarant no longer owns any Lots within th Properties, the number of Directors may be increased or decreased by amendment to these Articles, provided there shall never be less than three (3) Directors. All affairs of the Neighborhood Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Neighborhood Declaration. Effective upon the filing of this amendment with the Secretary of State, the affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) and no more than seven (7) Directors; however the Board shall consist of an odd number of Directors. Any seat which is vacant as of the effective date of this amendment shall be filled by appointment of current Board members by a majority vote of the Board in order to establish an odd number of Directors. Any person appointed to the Board shall serve only until the next annual meeting of the membership at which time their term shall automatically expire and their vacant seat shall be filled by an election of the membership entitled to cast a vote. In order to have an election to fill a vacant Board seat, a quorum (1/3) of the membership must be present or represented by proxy at the annual meeting. In the event that a quorum is not present or represented by proxy at the annual meeting then the Board members shall fill the vacant Board seats by appointment through majority vote of the Board.

Section 2. Term. Directors who are appointed to the Board shall serve only until the next annual meeting of the membership at which time their term shall automatically expire and their vacant seat shall be filled by an election of the membership entitled to cast a vote. Directors who are elected shall serve for three (3) year terms. In the event a Director dies, resigns, or is removed during their term, the vacant seat shall be filled by appointment of the then current Board Member by majority vote of the Board.

Section 4. Vote By Proxy. Any member entitled to case a vote may do so in person or by proxy. In order for a vote to be case by proxy, the proxy (1) shall be in writing, (2) shall be dated, (3) shall designate the member executing the proxy and to whom the proxy is given, (4) shall designate the date of the meeting the proxy is intended to be used for, and (5) shall be filed with the Secretary prior to the meeting. Proxies shall be revocable. In order to revoke a proxy the member who executed the proxy shall file a written revocation at least twenty-four (24) hours before the meeting

with the Secretary. In the alternative, a member may revoke their proxy in person at the meeting prior to any vote being called. Proxies shall only be valid for one meeting and any adjournment thereof, provided the adjourned meeting, is held within sixty (60) days of the date of the original meeting.

The date of each amendment(s) adoption: February 23, 2010

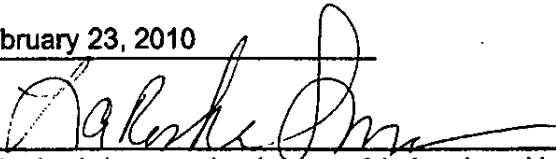
Effective date if applicable: February 23, 2010 (date of adoption is required)  
(no more than 90 days after amendment file date)

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 February 23, 2010

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)

LAROSHA SMITH  
(Typed or printed name of person signing)

PRESIDENT MEMORS HOA  
(Title of person signing)