



NO1000007308

(Requestor's Name)

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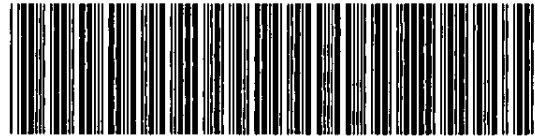
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 5 2012

C. MUSTAIN

And

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Manors at Emerald Island Resort Homeowners' Association

DOCUMENT NUMBER: N01000007308

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

Please return all correspondence concerning this matter to the following:

Michael A. Ungerbuehler, Esquire

(Name of Contact Person)

The Association Law Firm, PLLC

(Firm/ Company)

417 E. Jackson Street

(Address)

Orlando, FL 32801

(City/ State and Zip Code)

mau@associationfirm.com

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

For further information concerning this matter, please call:

Michael A. Ungerbuehler, Esquire

(Name of Contact Person)

at (407) 992-8812

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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)

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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: _____

(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

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 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 <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
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	_____	_____	_____ _____ _____

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Section 720.306(1) and Chapter 617, Florida Statutes, The Manors at Emerald Island Resort Homeowners' Association, Inc. (the "Association"), hereby adopts the following amendments to its Articles of Incorporation of The Manors at Emerald Island Resort Homeowners' Association, Inc. (the "Articles"):

1. Article VIII, Section 1 of the Articles, as amended pursuant to that certain Articles of Amendment to Articles of Incorporation, recorded on February 27, 2008 with the State of Florida, Division of Corporations (the "Amendment"), is hereby deleted in its entirety and replaced with the following (reference of the complete prior text to Article VIII, Section 1 can be made by viewing the Amendment, recorded with the State of Florida, Division of Corporations):


ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors, all of whom shall be Members of the Association, consisting of no less than three (3) and no more than seven (7) Directors; provided, however, that the Board shall always consist of an odd number of Directors. Any seat on the Board that 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. Any such person(s) appointed to the Board by the Board shall serve only until the next annual meeting of the membership at which time his/her term shall automatically expire and his/her vacant seat(s) shall be filled by an election of the membership entitled to cast a vote. In order to have an election by the membership to fill a vacant Board seat, a quorum of the membership (to wit: 1/3 of the members) must be present in person or represented by proxy at the annual meeting. In the event that a quorum is not present in person or represented by proxy at the annual meeting, then the Board members shall fill the vacant Board seat(s) by appointment through majority vote of the Board.

In all other respects, the Articles are ratified and confirmed, subject only to the amendment set forth herein.

Signed and effective as of this 18th day of January, 2012.

**THE MANORS AT EMERALD ISLAND
RESORT HOMEOWNERS
ASSOCIATION, INC.**


By: _____ STEPHEN RAYMOND FORD
As Its: _____ PRESIDENT

The date of each amendment(s) adoption: 1-18-2012

Effective date if applicable: _____
(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 JANUARY 18TH 2012

Signature [Handwritten 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)

STEPHEN RAYMOND FORD
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)