

# ND2000002073

Holland & Knight LLP  
Requester's Name

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): NO2-2073

1. Brightwater Homeowners Assoc Inc  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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- Fictitious Name

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
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Katherine Harris  
Secretary of State

May 23, 2002

HOLLAND & KNIGHT LLP  
TALLAHASSEE, FL

SUBJECT: ~~PROGRESSIVE EMPLOYER SERVICES, INC.~~ *BRIGHTWATER HOMEOWNERS ASSOCIATION, INC.*  
Ref. Number: P98000033580-  
*NO 2 00000 2013*

We have received your document for ~~PROGRESSIVE EMPLOYER SERVICES, INC.~~ and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

\* If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

→ Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
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Letter Number: 202A00033398

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**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
BRIGHTWATER HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Section 617.1006 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Brightwater Homeowners Association, Inc., a Florida corporation (the "Corporation"), are hereby amended according to these Articles of Amendment:

1. The name of the Corporation is Brightwater Homeowners Association, Inc.
2. The Articles of Incorporation of the Corporation were filed on March 21, 2002.
3. In accordance with Article XII of the Articles of Incorporation, the Articles of Incorporation have been amended by the Developer without the need for consent by any Class A Member or Institutional Mortgagee. At this time, there are no Class A Members or Institutional Mortgagees. The amendment was adopted by the Board of Directors of the Association on May 21, 2002.
4. Article VI, Section 2, of the Articles is amended to read in its entirety as follows:

"Class B. The Class B Member shall be Developer and shall be entitled to three (3) votes per Parcel owned by the Developer until the occurrence of the earlier of the following events ("Turnover"):

  - a. Three (3) months after seventy-five percent (75%) of the Parcels in the Property that will ultimately be operated by the Association have been conveyed to Class A Members.
  - b. On or before seven (7) years from the recording of the Declaration.

- c. Such earlier date as Developer, in its sole discretion, may determine in writing.

After Turnover, the Class A Members may vote to elect the majority of the members of the Board. After Turnover, the Developer, as a Class A Member, shall have one vote for each Parcel owned by Developer. After Turnover, for so long as the Developer owns at least five percent (5%) of the Parcels within the Property, the Developer may appoint the minority of the Board of Directors' or not less than one (1) Director. After Turnover, the Developer will be a Class A Member with respect to Parcels which it owns and shall have all rights and obligations of a Class A Member except that it may not cast its votes for the purpose of reacquiring control of the Association."

5. Article VIII of the Articles is revised to delete John Molyneaux as a member of the Board of Directors and to identify the Board of Directors as David A. Smith, Christine Braun and Linda A. Schaedel, all with an address of 7785 Baymeadows Way, Suite 200, Jacksonville, Florida 32256.

6. Article X of the Articles is revised to delete John Molyneaux as the President of the Association and to identify David A. Smith as the President of the Association. Christine Braun is the Vice President of the Association, and Linda A. Schaedel remains the Secretary/Treasurer of the Association. All of the officers have an address of 7785 Baymeadows Way, Suite 200, Jacksonville, Florida 32256.

6. Article XII of the Articles is replaced and amended to read in its entirety as follows:

"The members of the Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the written consent of sixty-six and two-thirds percent (66 2/3%) of the voting interests within Brightwater or the approval of persons holding seventy five percent (75%) of the votes at a duly noticed meeting at which a quorum is present, in person or by proxy. Provided, further, that no amendment shall conflict with any provisions of the

Declaration. After Turnover, the consent of any Institutional Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Institutional Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration. Any amendments to these articles that affect the rights of the St. Johns River Water Management District, shall be subject to the approval of the St. Johns River Water Management District. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the public records of the County."

7. Except as amended herein, the Articles remain in full force and effect.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument this 21<sup>st</sup> day of May, 2002.

BRIGHTWATER HOMEOWNERS  
ASSOCIATION, INC.,  
A Florida corporation

By: *David A. Smith*  
Print Name: David A. Smith  
Its: — President

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of May, 2002, by DAVID A. SMITH, the — President of Brightwater Homeowners Association, Inc., a Florida corporation, for and on behalf of said corporation. (S)he  is personally known to me or  has produced \_\_\_\_\_ as identification.

*Linda A. Schaedel*  
(Signature of Notary Public)  
LINDA A. SCHAEDEL  
(Print Name of Notary Public)  
NOTARY PUBLIC, State of Florida

My Commission expires: June 25, 2005

Commission No.: DD-036580

