

N12132

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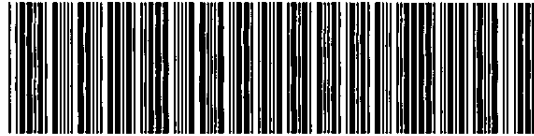
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

10/1/08

MALCOLM P. GALVIN III *
ATTORNEY AT LAW / PROCTOR IN ADMIRALTY

301 E. PINE STREET, SUITE 150
ORLANDO, FLORIDA 32801

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* ADMITTED IN FLORIDA, LOUISIANA, AND MASSACHUSETTS.

September 21, 2008

BY U.S.P.S. PRIORITY MAIL (w/ Delivery Confirmation)

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Aloma Estates Homeowners Association, Inc.
Document # N12132

Dear Sir / Madam:

I enclose herewith for filing:

1. Articles of amendment to the articles of incorporation for the above-referenced Florida not-for-profit corporation; and
2. \$35 check, payable to the "Florida Department of State," as full payment of the required fees for filing this amendment.

Please return all correspondence concerning this matter to me (at my office address set forth above).

For further information concerning this matter, please do not hesitate to contact me by email (mpg3@bellsouth.net) or cell phone (321-229-7455).

Thank you.

Respectfully,



Malcolm P. Galvin III

Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALOMA ESTATES HOMEOWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1001, 617.1002, and 617.1006 of the Florida Not for Profit Corporations Act (Chapter 617, Florida Statutes), the aforesaid Florida non-profit corporation (Document No. N12132) hereby adopts the following amendment(s) to its Articles of Incorporation (originally filed with the Florida Secretary of State on November 18, 1985):

[Note: as set forth herein, language ~~stricken~~ is proposed to be deleted from, and language underlined is proposed to be added to, said articles.]

[(Existing Article III(A) – Purpose)]

A. Exercise all the powers and privileges and to perform all of the duties and obligations ~~as set forth in that certain Declaration of Restrictions, Reservations and Conditions hereinafter called the "Covenants," applicable to the property and recorded among the Public Records of Orange County, Florida (OR 3387, pages 2375, 2376, 2377); and as the same may be amended from time to time as therein provided pursuant to applicable law and/or the governing association documents (including, without limitation, the declaration of covenants and restrictions recorded in the Public Records of Orange County, Florida at O.R. Book 3387, Pages 2375, 2376, and 2377; the amended declaration of covenants and restrictions recorded in the Public Records of Orange County, Florida at O.R. Book 3636, Page 1604; the articles of incorporation filed with the Florida Department of State on November 18, 1985; duly-adopted by-laws, if any; and duly-adopted rules & regulations), and any duly-adopted amendment thereto;~~

[(Existing Article III(C) – Purpose)]

C. Establish an Architectural Control Committee as a successor to the Architectural Control Committee set up by the Developer, PARKVIEW CORP. ~~Such committee shall be governed by the powers, rights and privileges set forth in the Covenants, these Articles of Incorporation, and the Aloma Estates Homeowners Assoc., Inc. Bylaws. It shall also be guided by the laws and regulations of the State of Florida and Orange County wherever applicable. The powers, rights, duties, and obligations of such committee shall be pursuant to applicable law and/or the aforesaid governing association documents (and any duly-adopted amendment thereto);~~

[(Existing Article IV – Membership & Voting Rights)]

MEMBERSHIP, AND VOTING RIGHTS
AND MEMBERSHIP ASSESSMENTS

Section 1. Membership. Everyone or entity who is a recorded owner of a fee or undivided fee interest in any Lot shall be a member of the Association. The foregoing is not intended to include persons ~~if~~ or entities who ~~hold~~ hold an interest ~~merely~~ merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

Section 2. Voting Rights. ~~A.~~ Members shall be owners of developed or undeveloped Lots defined in Section 1 of this Article, who may or may not occupy the house which has been built thereon. Members shall be entitled to one (1) vote for each lot owned. When more than one (1) person ~~or~~ entity owns an interest in a Lot, all such persons or entities shall be members and the vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. The total votes shall equal the total Lots in Aloma Estates subdivision as recorded in the Public Records of Orange County, State of Florida. ~~B.~~ Cumulative Voting is not permitted. ~~C. Proxy voting is permitted, providing the membership attendee quorum for the membership meeting has been attained.~~

[(Existing Article VI – Board of Directors)]

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

Charles W. Heard	4803 Derry Ct. Orlando, FL 32817
Richard Hoehn	8010 Dunstable Cr. Orlando, FL 32817
Carl Firstbrook	4811 Derry Ct. Orlando, FL 32817
Michael Spence	7924 Dunstable Cr. Orlando, FL 32817
Thomas Chapman	7911 Thurmond Ct. Orlando, FL 32817

The initial Board of Directors are to act in the capacity of Directors until the selection of their successors at the November 1985 annual meeting, or until their successors are elected and take office. ~~Thereafter, Directors that are elected at the annual meeting will serve one (1) year terms.~~ At the annual members meeting in November 2008, the members shall elect two (2) Directors, each of whom shall serve for a term of one (1) year (unless he or she shall resign sooner or be removed pursuant to applicable law and/or the aforesaid governing association documents), and three (3) Directors, each of whom shall serve for a term of two (2) years (unless he or she shall resign sooner or be removed pursuant to applicable law and/or the aforesaid governing association documents). Thereafter, at the annual members meeting each year, the members shall elect Directors to fill the number of vacancies resulting from the expiration of terms of office of then-current Directors, each of which newly elected Directors shall serve for a term of two (2) years (unless he or she shall resign

sooner or be removed pursuant to applicable law and/or the aforesaid governing association documents).

The number of Directors shall not be less than three (3) nor more ~~than~~ seven (7); however, the number of Directors may be changed by amendment to the Bylaws but shall never be less than three (3) and shall always be an odd number.

Directors shall be members of the Association, and shall be elected by the Association membership.

[(Existing Article VIII – Membership Meetings)

MEMBERSHIP ANNUAL AND SPECIAL MEETINGS

The membership annual meeting shall be held during the month of November. Special meetings may be called at any time by the Board of Directors or upon written request of ~~one-third (1/3) of the members~~ at least one-third (1/3) of the total voting interests of the association. ~~The presence of twenty (20) members at any meeting shall constitute a quorum. All other members not present are entitled to vote by proxy.~~ The percentage or number of voting interests required to constitute a quorum at a members meeting shall be twenty (20) of the total voting interests. Unless otherwise provided by applicable law and/or the aforesaid governing association documents, decisions that require membership vote must be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a duly-noticed members meeting at which a quorum has been attained.

[(Existing Article IX – Officers)

OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time designate. The officers shall be members of the Board of Directors and named by the Board of Directors.

The names and addresses of those persons who are the initial officers of the corporation are:

NAME	ADDRESS	OFFICE
Charles Heard	4803 Derry Ct. Orlando, FL	President
Richard Hoehn	8010 Dunstable Cr. Orlando, FL	Vice President
Carl Firstbrook	4811 Derry Ct. Orlando, FL	Secretary
Michael Spence	7924 Dunstable Cr. Orlando, FL	Treasurer

The above-named officers are to serve until their successor are named at the first Directors meeting following the November 1985 Annual Meeting. ~~Thereafter, the officers of the Association shall be named annually by the Board of Directors and each shall hold office for one (1) year unless he shall resign sooner, or shall be removed or otherwise disqualified to serve.~~ Immediately following the annual members meeting in November 2008, the newly-elected Board of Directors shall hold an organizational board meeting to appoint, by majority board vote, officers of the Association, each of whom shall serve for a term commensurate with the length of his or her term on the Board of Directors (unless he or she shall resign sooner or be removed pursuant to applicable law

and/or the aforesaid governing association documents). Thereafter, immediately following each annual members meeting wherein any person is elected by the members to the Board of Directors, the Board of Directors shall hold an organizational board meeting to appoint, by majority board vote, officers of the Association to fill the number of vacancies resulting from the expiration of terms of office of then-current Directors, each of which newly elected officers shall serve for a term of two (2) years (unless he or she shall resign sooner or be removed pursuant to applicable law and/or the aforesaid governing association documents).

[(Existing Article X – Indemnification)

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of ~~this~~ his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

The Association shall also maintain appropriate liability insurance for the protection of the directors and officers against any proceeding to which they may be a party or in which they may become involved by reason of their participation in the running of the Association. ~~It shall also be required that the Treasurer be bonded, and the expense of such bonding be borne by the Association.~~

[(Existing Article XI – Dissolution)

DISSOLUTION

~~The Association may be dissolved with the consent given in writing and signed by not less than two thirds (2/3) of the members and upon compliance with Florida Statute 617.05. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. in accordance with applicable law (including, without limitation, the Florida Not for Profit Corporations Act, Chapter 617, Florida Statutes, and the Florida Homeowners' Associations Act, Chapter 720, Florida Statutes).~~

[(Existing Article XII – Amendments)

AMENDMENTS

~~Amendment of these Articles shall require the consent of not less than a majority of the votes of the members. The Articles of Incorporation of the Association (including any prior amendment thereto) may be repealed or amended by majority vote of the entire Board of Directors then in office at a duly-noticed board meeting.~~

The foregoing amendment(s) to the Articles of Incorporation of Aloma Estates Homeowners Association, Inc. were duly adopted by the members of the Association at a duly noticed members meeting held on **September 15, 2008**, at which meeting the number of votes cast for such amendment(s) was sufficient for approval.

WITNESS THE EXECUTION HEREOF on the date set forth below.

Dated: 9/15/08

Vicky Matthews
Vicky Matthews, President, Board of Directors
Aloma Estates Homeowners Association, Inc.