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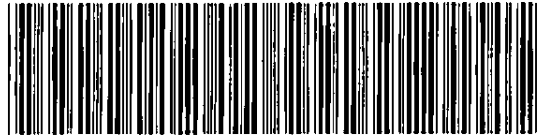
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AQUA RESERVE BOAT SLIPS ASSOCIATION, INC.

DOCUMENT NUMBER: N2400001749

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

Please return all correspondence concerning this matter to the following:

ROBERT TANKEL

(Name of Contact Person)

TANKEL LAW GROUP

(Firm/ Company)

1022 MAIN ST. STE D

(Address)

DUNEDIN FL 34698

(City/ State and Zip Code)

BOB@TANKELLAWGROUP.COM

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

For further information concerning this matter, please call:

ROBERT TANKEL

727

736-2309

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

- | | | | |
|--|--|---|--|
| <input 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

AQUA RESERVE BOAT SLIPS ASSOCIATION, INC.

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

N24000001749

(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: _____

(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 checked="" 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	_____	_____	_____

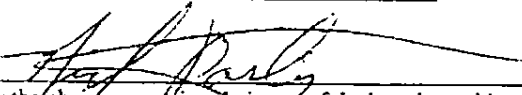
E. If amending or adding additional Articles, enter change(s) here:

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

SEE ATTACHED

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 02/14/2024 _____

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)

NICKOLAOS POLEMIS

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**AMENDED ARTICLES OF INCORPORATION
OF
AQUA RESERVE BOAT SLIPS ASSOCIATION, INC.**

ARTICLE II

Purpose

(a) The purpose for which the Boat Slips Association is organized is to provide an entity for the operation of Aqua Reserve Boat Slips (the "Boat Slips"), which is established by the Declaration of Covenants and Restrictions for Aqua Reserve Boat Slips (the "Declaration") when recorded or thereafter amended, in the Public Records of Pasco County, Florida (the "County"). All words defined in the Declaration shall have the same meaning when used herein.

(b) Except as provided in the Declaration regarding the dissolution of the Boat Slips Association, the Boat Slips Association shall make no income distributions to its Members, directors, or officers.

ARTICLE III

Powers

The powers of the Boat Slips Association shall include and be governed by the following provisions.

(a) The Boat Slips Association shall have all of the common law and statutory powers of a corporation not for profit which do not conflict with the terms of these Articles or the Declaration.

(b) The Boat Slips Association shall have all of the rights, privileges, powers and duties except as limited by these Articles, the Declaration, and the By-Laws to the extent allowed by the law, and all of the powers (expressed or implied) and duties reasonably necessary to operate the Boat Slips pursuant to the Declaration as it may be amended from time to time, including, but not limited to, the following:

1. To make and collect Assessments against Members.
2. To use the proceeds of Assessments to exercise its powers and duties.
3. To maintain, repair, replace and operate the Boat Slips Property and other property acquired or leased by the Boat Slips Association, which shall include the irrevocable right of access to each Boat Slip Lot from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any Boat Slips Property accessible therefrom, or for making emergency repairs therein necessary to prevent damage to the Boat Slips Property or to Permitted Vessels or other property within the Boat Slips.
4. To purchase insurance upon the Boat Slips Property to protect the Boat Slips Association and its officers, directors, and Members.

5. To reconstruct improvements after casualty and further improvements to the Boat Slips Property.
6. To make and amend reasonable Regulations respecting the use of the Boat Slips Property.
7. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Regulations adopted by the Boat Slips Association.
8. To impose fines on Members, Boat Slip Lot Owners, or their tenants for violations of the Declaration, these Articles, the By-Laws, or the Regulations adopted by the Boat Slips Association.
9. To contract for the maintenance, management or operation of the Boat Slips Property, and to authorize and delegate to a management agent (which may be an affiliate of the Declarant) the performance of some of the powers and duties of the Boat Slips Association.
10. To employ personnel for reasonable compensation to perform the services required for the Boat Slips Association's administration and the Boat Slips Property's operation.
11. To pay taxes and assessments against any part of the Boat Slips Property other than individual Boat Slips, unless the Boat Slips Association owns the individual Boat Slip or Boat Slips, and to assess the same against the Members.
12. To pay the cost of all power, water, sewer, trash, garbage, and other utility services rendered to the Boat Slips Property and not billed to Members.
13. To borrow funds necessary for the operation of the Boat Slips Association or desirable to meet its long-term objectives, as outlined in the By-Laws.
14. To enter into agreements, to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities which are intended to provide enjoyment, recreation, or other use or benefits to the Members of the Boat Slips Association.
15. To purchase a Boat Slip or Boat Slips in the Boat Slips and to hold, lease, mortgage and convey the same.

(c) All funds and the title to all property acquired by the Boat Slips Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

(d) The powers of the Boat Slips Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration and By-Laws.

ARTICLE IV

Members and Voting Rights

(a) There are two (2) classes of memberships in the Boat Slips Association. The Class A Members of the Boat Slips Association shall consist of all of the record owners of Boat Slips in

the Boat Slips, other than Declarant. The Declarant is the Class B member. An Owner of more than one Boat

(b) Each Boat Slip Lot is entitled to one membership for each Boat Slip Lot owned. Class A and Class B Memberships are an appurtenance to, and may not be separated from, ownership of a Boat Slip.

(c) A Class A membership shall be transferred with the transfer of ownership of a Boat Slip Lot. Change of Class A membership in the Boat Slips Association shall be established by recording in the Official Public Records of the County a Certificate of Membership establishing ownership of a Boat Slip as described in the Declaration and the delivery to the Boat Slips Association of a copy of such instrument. The owner designated by such instrument thus becomes a Member of the Boat Slips Association, and the membership of the prior owner is terminated.

(d) a Member's share in the funds and assets of the Boat Slips Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Boat Slip.

(e) This Association has two classes of voting membership:

(i) CLASS A. So long as there is Class B membership, Class A Members all Boat Slip Lot Owners, except Declarant. Class A Members are entitled to one vote for each Boat Slip owned. Upon termination of Class B membership, Class A Members will be all Owners, including Declarant so long as Declarant owns any Boat Slips.

(ii) CLASS B. The Class B Member is Declarant, entitled to nine (9) votes for each Boat Slip owned. The Class B membership will cease and convert automatically to Class A membership on the first of the following events: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (ii) seven (7) years from the recording date of the Declaration; (iii) the date outlined in a written notice to the Association from Declarant electing to terminate the Class B membership. Upon the conversion of Class B membership, all provisions of the Declaration, these Articles, and the By-Laws referring to the Class B membership will be of no further force and effect.

(iii) The By-Laws of the Boat Slips Association shall determine how to exercise voting rights.

(f) Co-Ownership. If more than one person owns a record fee simple interest in any Boat Slip, all such persons are Members, although there is only one vote for such Boat Slip and no fractional votes are permitted. The vote may be exercised as the Boat Slip Lot Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority, with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if husband and wife hold title to any Boat Slip, either co-owner is entitled to vote for such Boat Slip unless the Association is notified otherwise in writing.

ARTICLE V

Directors

The affairs of the Boat Slips Association shall be managed by a Board of Directors consisting of three (3). Each

Director shall be entitled to vote in the Boat Slips Association, except as otherwise provided herein or in the By-Laws.

Members of the Board of Directors shall be elected at the annual meeting of the Members in the manner specified in the By-Laws. Directors may be removed, or vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The Declarant shall select the initial Board of Directors of the Boat Slips Association. The Directors named in the Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the remaining Directors shall fill the first election. The first election of Directors shall occur when Boat Slip Lot Owners other than the Declarant own a majority of the Boat Slip Lots that will be operated ultimately by the Boat Slips Association. At such first election, Class A Members shall be entitled to elect at least one member of the Board of Directors. Subsequent elections shall be held as outlined in the By-Laws of the Association.

(a) All of the duties and powers of the Association existing under the Declaration, these Articles, and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by the Boat Slip Lot Owners when such approval is specifically required by the Declaration, these Articles or the By-Laws.

ARTICLE VII

Indemnification and Insurance

(a) Every director, officer and employee of the Boat Slips Association shall be indemnified by the Boat Slips Association against all judgments, fines, amount paid in settlement expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any threatened or pending action, suit or proceeding (civil, criminal, administrative or investigative) or any settlement of any action, suit or 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, officer or employee of the Boat Slips Association, whether or not he is a director, officer or employee 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 his duties and with respect to any criminal actions or proceeding that he had reasonable cause to believe his conduct was unlawful; provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement as being in the best interests of the Boat Slips Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officers may be entitled.

(b) Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Boat Slips Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized by this Article.

(c) The Board of Directors shall purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities set forth above, unless the Board determines that such insurance is not reasonably available. The premiums for such insurance shall be a Common Expense.

(d) Anything to the contrary herein notwithstanding the provisions of this Article VII may not be amended without the prior written consent of all persons whose interest would be

adversely affected by such amendment.

ARTICLE VIII

By-Laws

The Board of Directors shall adopt the first By-Laws of the Boat Slips Association and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE IX

Amendments

(a) The Declarant shall have the right without the joinder or consent of any Member, the Boat Slips Association, or the holder of any security interest affecting the Boat Slips Property to amend these Articles: (i) to comply with any requirements of a governmental agency, institutional First Mortgagee, or other person or entity willing to make, insure, guaranty, or purchase mortgage loans secured by a Boat Slip; (ii) to cure any ambiguity or error or any inconsistency between these provisions and the Declaration, the By-Laws or these Articles; (iii) to comply with the requirements of any public or private permits, approvals or agreement, and all laws, ordinances, and regulations applicable to the Boat Slips Property; or (iv) for any purpose that Declarant is permitted to amend the Declaration under paragraph 13.2 of the Declaration.

(b) Except for Amendments adopted by the Declarant under subparagraph (a) above, a resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the Class A Members of the Boat Slips Association. Prior to the transfer of control of the Boat Slips Association to Boat Slip Lot Owners pursuant to the By-Laws, these Articles may be amended by a majority vote of the Board of Directors. Thereafter a resolution adopting a proposed amendment must bear the approval of a majority of the Board of Directors and not less than sixty percent (60%) of the Class A Members of the Boat Slips Association and the Declarant for so long as Declarant holds any Boat Slip for sale in the ordinary course of business. Directors and Class A Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered. Notice of the proposed amendment shall be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

(c) No amendment shall make any changes in the qualifications of membership, nor in the voting rights of Members, without the approval in writing of a majority of the affected Members. No amendment shall be made that is in conflict with the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate, successor or assign of the Declaration, unless the Declarant shall join in the execution of the amendment. For so long as Declarant holds any Boat Slips for sale in the ordinary course of business, no amendment that assesses the Declarant as a Boat Slip Lot Owner for capital

improvements or that is detrimental to the sale of Boat Slips by the Declarant, shall be effective unless the Declarant shall join in the execution of the amendment. No amendment to this paragraph IX (c) shall be effective without the joinder of the Declarant and a majority of the Members affected by the amendment.

(d) A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Official Public Records of the County.

ARTICLE XI

Terminations and Dissolution

The Association shall be terminated upon the occurrence of any of the following events:

(a) In the event of the destruction of all or substantially all of the Boat Slips Property, it is determined pursuant to the provisions of the Declaration not to proceed with reconstruction.

(b) By the affirmative vote of not less than eighty percent (80%) of the Class A Members of the Association and the Declarant for so long as the Declarant is a Member of the Association.

Upon termination of the Boat Slips Association, the Board of Directors shall wind up the affairs of the Boat Slips Association and dispose of all assets as follows: The assets of the corporation shall be sold, and the proceeds, together with all remaining cash of the Boat Slips Association shall be used to pay all outstanding obligations of the Boat Slips Association and thereupon distributed among the Boat Slip Lot Owners in the equal fractional shares appurtenant to each Boat Slip as outlined in the Declaration.

Robert L. Tanel
Scott B. Tanel
Aaron M. Tanel

TANKEL LAW GROUP


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Bob@TankelLawGroup.com

February 15, 2024

MEMORANDUM

TO: Florida Department of State

FROM: Robert L. Tanel, Esq. 

RE: Aqua Reserve Boat Slips Association, Inc.

Enclosed please find the form to amend the Articles of Incorporation of the referenced entity. The amendments are attached as well. The statutory fee of Thirty-Five (\$35.00) Dollars is enclosed as well. Please process it at your earliest convenience. Thank you.