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

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NEW FILINGS	
	Profit
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	Domestication
	Other

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

N97000006487
 1488
 W. amendment
 43.75
 cert copy

Examiner's Initials _____

Prepared By and Return To

NEAL McCULLOH, Esquire
Clayton & McCulloh
1065 Maitland Center Commons Boulevard
Maitland, Florida 32751
(407) 875-2655

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT(S) TO THE
ARTICLES OF INCORPORATION OF
THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That on this 12th day of March, 1999, the undersigned Parties, The Palms At Hampton Lakes Community Association, Inc. (hereinafter the "Master Association") and CENTEX HOMES (hereinafter the "Declarant"), pursuant to Florida Statute, the Master Declaration of Covenants, Conditions and Restrictions for The Palms At Hampton Lakes (hereinafter "Master Declaration") and the Declaration of Covenants, Conditions and Restrictions for The Palms Neighborhood of The Palms at Hampton Lakes, Polk County, Florida (hereinafter the "Neighborhood Declaration"), hereby certify that the Amendment(s) to the Articles of Incorporation (hereinafter the "Amendment(s)"), which are attached hereto and by reference made a part hereof, were duly adopted on the 12th day of March, 1999. Said Amendment(s) were approved by and voted on at a meeting of the member(s) of The Palms Neighborhood Association of The Palms at Hampton Lakes, Inc. (hereinafter the "Neighborhood Association"), at a meeting of the member(s) of the Master Association and by the Declarant. Said Amendment(s) were also approved by written consent of ~~all~~ a majority of the members of the Master Association.

The Master Association is a Homeowner Association created pursuant to Chapter 617, Florida Statutes. The Declarant was the declarant of the original Master Declaration, which was is recorded in O.R. Book 3933, Pages 160, *et seq.*, of the Public Records of Polk County, Florida.

The attached Amendment(s) are for the purpose of correcting ambiguities, omissions and scrivener's errors. Said Amendment(s) make non-substantial changes that do not materially affect the interest of other Owners. Specifically, the Amendment(s) are to do the following:

1. Change the method by which future Amendment(s) the Articles of Incorporation of the Master Association are made.

Accordingly, pursuant to 13.3.1 of the Master Declaration, such Amendment(s) constitute "non-substantial changes" entitling the Declarant to unilaterally amend the Articles of Incorporation without the

necessity of joinder by Owners or any other persons or entities. As such, and as the sole Class B Member of both the Master Association and the Neighborhood Association and as the proxy holder for all existing Class A Members of both the Master Association and the Neighborhood Association, Declarant has executed this Certificate of Amendment(s) enacting the attached Amendment(s). In an effort to insure complete compliance with the Amendment procedures, the Neighborhood Association conducted a meeting of the Member(s) of the Master Association and passed the Amendment(s) attached hereto on the 12th day of March, 1999. The Master Association held a meeting of the Members of the Master Association and passed the attached Amendments. Additionally, written consents of all Members of the Master Association were obtained for such Amendments. [Note, no FHA or VA financing of any Lot or Unit had transpired with any property subject to or intended to be subject to the Master Declaration.]

Notwithstanding that Declarant, as the sole Class B Member and the proxy holder for all⁵ of the 7 existing Class A Members in each case for both the Master Association and the Neighborhood Association, waived in writing any and all notice requirements for the March 12, 1999 meeting (i.e., the meeting where said Amendment(s) were passed), written notice was provided to the Declarant as said sole Class B Member and as the proxy holder for all⁵ of the 7 existing Class A Members of both the Master Association and the Neighborhood Association. Said notice:

1. Stated the purpose of the Meeting and contained a Summary of any potential Material Amendment(s) or Extraordinary Action(s), if any, that were to be considered; and
2. Contained a copy of a Proxy that could be cast in lieu of attendance at the Meeting.

IN WITNESS HEREOF, THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC., and CENTEX HOMES have caused these presents to be executed in their names, this 12th day of March, 1999.

Signed, sealed and delivered
in the presence of:

THE PALMS AT HAMPTON LAKES COMMUNITY
ASSOCIATION, INC.

Catherine Mori
(Sign)

By: Patrick J. Knight
Patrick J. Knight, President

Catherine Mori
(Print)

Brett Lundequam
(Sign)

BRETT LUNDEQUAM
(Print)

STATE OF FLORIDA

COUNTY OF Polk

The foregoing Certificate of Amendment(s) to the Articles of Incorporation, was acknowledged before me this 12th day of March, 1999, by Patrick J. Knight, as President of The Palms at Hampton Lakes Community Association, Inc., a Florida corporation, on behalf of the corporation.

NOTARY PUBLIC

(SEAL)



CATHERINE MORI
COMMISSION # CC592389
EXPIRES OCT 10, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC

Catherine Mori
State of Florida, At Large

Personally Known

OR Produced Identification _____

Type of Identification Produced _____

CENTEX HOMES
a Nevada general partnership

Catherine Mori
(Sign)

By: CENTEX REAL ESTATE CORPORATION
a Nevada Corporation
Managing General Partner

Catherine Mori
(Print)

Butt llc
(Sign)

By: Patrick J. Knight
Patrick J. Knight
Division President

BRETT LUNDEQUAM
(Print)

STATE OF FLORIDA

COUNTY OF Polk

The foregoing Action By Written Consent of The Members was acknowledged before me this 12th day of March, 1999, by Patrick J. Knight, Division President of CENTEX REAL ESTATE CORPORATION, a Nevada corporation, the Managing General Partner of CENTEX

HOMES, a Nevada general partnership, Declarant, on behalf of Declarant.

NOTARY PUBLIC

(SEAL)



CATHERINE MORI
COMMISSION # CC592389
EXPIRES OCT 10, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Catherine Mori

State of Florida, At Large

Personally Known

OR Produced Identification _____

Type of Identification Produced _____

Prepared By and Return To

NEAL McCULLOH, Esquire
Clayton & McCulloh
1065 Maitland Center Commons Boulevard
Maitland, Florida 32751
(407) 875-2655

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 17 PM 1:12

FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC.**

Pursuant to the provisions of §617.1006, *Fla. Stat.*, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted:

1. Article VIII, entitled Amendments, is deleted in its entirety and the following new Article VIII, Section 8.1 and Section 8.2 are substituted in its place:

ARTICLE VIII

AMENDMENTS

Section 8.1 Amendment by Declarant. Subject to limitations and restrictions imposed by §617.3075, Fla. Stat., the Declarant reserves and shall have the sole right (i) to amend these Articles of Incorporation for the purpose of curing any ambiguity or any inconsistency among the provisions contained herein, (ii) to include in any contract or deed hereafter made any additional Articles of Incorporation applicable to the land which is the subject of such contract or deed that do not lower standards of the Articles of Incorporation herein contained, (iii) to amend these Articles of Incorporation in whole or in part as to any additional land annexed to the Properties, and (iv) to release any Lot from any part of the Articles of Incorporation that have been violated (including, without limiting the foregoing, violations of building restriction lines and provisions hereof relating thereto), if the Declarant, in its sole judgment, determines such violation to be a minor or insubstantial violation. In addition to the foregoing and subject to §617.3075, Fla. Stat., these Articles of Incorporation may be amended by the Declarant for any reason prior to Turnover. Declarant may enact the foregoing types of amendments unilaterally and without the consent of any

other Member or any other person or entity.

Section 8.2 Amendment by Members. These Articles of Incorporation may be amended by a majority vote of the Members, voting in person or by proxy, at any annual or special meeting of the Members. The notice for any meeting where amendments to these Articles of Incorporation are to be considered shall state that the purpose of the meeting includes a consideration of proposed amendments to these Articles of Incorporation. Further, the notice shall attach a copy of the proposed amendment showing any new provisions in underlined text and any removed provisions in strikeout text. Upon such vote, the President of the Master Association shall execute a written instrument making said changes and have the same duly recorded in the Public Records of Polk County, Florida, at which time said amendment shall be effective.

SECOND: Adoption of Amendment

That on this 12th day of March, 1999, the undersigned parties, The Palms at Hampton Lakes Community Association, Inc. (hereinafter the "Master Association") and CENTEX HOMES (hereinafter the "Declarant"), pursuant to Florida Statute and the Articles of Incorporation of The Palms at Hampton Lakes Community Association, Inc. (hereinafter referred to as the "Master Articles") hereby certify that Amendment(s) to the Master Articles, which Amendment(s) are set out hereinabove and by reference made a part hereof, were duly adopted on the 12th day of March, 1999. Said Amendments were proposed by the Board of Directors of the Master Association upon a vote of the majority of the Directors. A copy of the proposed Amendments were transmitted to the President of the Master Association and a Special Meeting of the Members of the Neighborhood Association was called. Said Amendment(s) were approved by and voted on at said Special Meeting of the Member(s) of the Neighborhood Association and by the Declarant.

The Amendment(s) are for the purpose of correcting ambiguities, conflicts, omissions or scrivener's errors. Such Amendment(s) make non-substantial changes that do not materially or adversely affect the interest of other Members or other affected parties (as the Declarant is the sole Class B Member of the Master Association and proxy holder for all Class A Members existing as of this date and time). Specifically, the Amendment(s) are to:

1. Change the method by which future Amendments(s) are made to the Articles of Incorporation of the Master Association, especially considering that no FHA or VA financing was contemplated.

Given the above, pursuant to Article VIII, Section 8.4 of the Articles of Incorporation of the Master Association, such Amendment(s) constitute "non-substantial changes" entitling the Declarant, as the Class "B" Member, to unilaterally amend these Articles, without the necessity of joinder by the Members or any other persons or entities. As such, the Declarant has executed this Certificate of Amendment(s) enacting the Amendment(s) of these Articles. Nevertheless, in an effort

to insure complete compliance with the Amendment procedures: (1) At the meeting at which the Amendments were proposed and considered, the Board of Directors approved a resolution for the adoption of these Amendments by a majority vote of the members of the Board of Directors of the Master Association and; (2) the Neighborhood Association held a meeting of the Member(s) and passed the Amendment(s) attached hereto on the 12th day of March, 1999. [Note, the Declarant was the sole Class B Member of the Master Association and was the proxy holder for ~~all~~ ^{5 of 7} Class A Members existing as of this date and time, and no FHA or VA financing of any Lot or Unit had transpired with any property subject to or intended to be subject to the Master Declaration.]

Despite Declarant waiving in writing any and all notice requirements for the March 12, 1999 meeting (i.e., the meeting where said Amendment(s) were passed), written notice was provided to Declarant as the Class B Member of the Master Association and proxy holder for ~~all~~ ^{5 of 7} Class A Members existing as of this date and time. Said Notice:

1. Stated the purpose of the Meeting, contained a copy of the proposed amendments in a reasonably detailed form, and a Summary of any potential Material Amendment(s) or Extraordinary Action(s) to be considered; and
2. Contained a copy of a Proxy that could be cast in lieu of attendance at the Meeting.

Dated March 12, 1999.

THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC.

Signed, sealed and delivered in the presence of:

Catherine Mori
(Sign)

Catherine Mori
(Print)

Brett Lundequam
(Sign)

BRETT LUNDEQUAM
(Print)

By: Patrick J. Knight
Patrick J. Knight, President

STATE OF FLORIDA

COUNTY OF Polk

The foregoing Articles of Amendment to Articles of Incorporation of The Palms at Hampton Lakes Community Association, Inc., was acknowledged before me this 12th day of March, 1999, by Patrick J. Knight, as President of The Palms at Hampton Lakes Community Association, Inc., a Florida corporation, on behalf of the corporation.

NOTARY PUBLIC

(SEAL)



CATHERINE MORI
COMMISSION # CC592389
EXPIRES OCT 10, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Catherine Mori
State of Florida, At Large

Personally Known

OR Produced Identification _____

Type of Identification Produced _____

CENTEX HOMES
a Nevada general partnership

Catherine Mori
(Sign)

By: CENTEX REAL ESTATE CORPORATION
a Nevada Corporation
Managing General Partner

Catherine Mori
(Print)

(Sign)

By: Patrick J. Knight
Patrick J. Knight
Division President

(Print)

STATE OF FLORIDA

COUNTY OF Polk

The foregoing Action By Written Consent of The Members was acknowledged before me this 12th day of March, 1999, by Patrick J. Knight, Division President of CENTEX REAL ESTATE CORPORATION, a Nevada corporation, the Managing General Partner of CENTEX HOMES, a Nevada general partnership, Declarant, on behalf of Declarant.

NOTARY PUBLIC

(SEAL)



CATHERINE MORI
COMMISSION # CC592389
EXPIRES OCT 10, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Catherine Mori
State of Florida, At Large

Personally Known ✓

OR Produced Identification _____

Type of Identification Produced _____

MASTER EXHIBIT 2

**AMENDMENTS TO THE ARTICLES OF INCORPORATION OF
THE PALMS AT HAMPTON LAKES COMMUNITY ASSOCIATION, INC.**

Article VIII of Exhibit "E" of The Articles of Incorporation of The Palms at Hampton Lakes Community Association, Inc., is hereby deleted in its entirety (as shown below) and a new Article VIII, Sections 8.1 and 8.2 (as set forth below), are hereby added and substituted in its place:—

ARTICLE VIII

AMENDMENTS

Section 8.1. Amendment by Declarant. Subject to limitations and restrictions imposed by §617.3075, Fla.Stat., the Declarant reserves and shall have the sole right (i) to amend these Articles of Incorporation for the purpose of curing any ambiguity or any inconsistency among the provisions contained herein, (ii) to include in any contract or deed hereafter made any additional Articles of Incorporation applicable to the land which is the subject of such contract or deed that do not lower standards of the Articles of Incorporation herein contained, (iii) to amend these Articles of Incorporation in whole or in part as to any additional land annexed to the Properties, and (iv) to release any Lot from any part of these Articles of Incorporation that have been violated (including, without limiting the foregoing, violations of building restriction lines and provisions hereof relating thereto), if the Declarant, in its sole judgment, determines such violation to be a minor or insubstantial violation. In addition to the foregoing and subject to §617.3075, Fla. Stat., the Articles of Incorporation may be amended by the Declarant for any reason prior to Turnover. Declarant may enact the foregoing types of amendments unilaterally and without the consent of any other Member or any other person or entity.

Section 8.2 Amendment by Members. The Articles may be amended by a majority vote of /the Members, voting in person or by proxy, at any annual or special meeting of the Members. The notice for any meeting where amendments to the Articles are to be considered shall state that the purpose of the meeting includes a consideration of proposed amendments to the Articles. Further, the notice shall attach a copy of the proposed amendment showing any new provisions in underlined text and any removed provisions in strikeout text. Upon such vote, the President of the Neighborhood Association shall execute a written instrument making said changes and have the same duly recorded in the Public Records of Polk County, Florida, at which time said amendment shall be effective.

~~Section 8.1 Proposal. An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by a majority of the Members of the Association, whether meeting as Members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive~~

[Additions to original text are underlined; deletions are ~~struck out~~]

officer in his absence, and a Meeting of the Members of the Association shall be called not later than sixty (60) days from the receipt by him of the proposed amendment or amendments.

~~Section 8.2 Notice.~~ It shall be the duty of the Secretary to give each Member written notice of such meeting, stating the proposed amendment or amendments in reasonably detailed form, which notice shall be prepared by and at the expense of the Neighborhood Association and mailed by the Neighborhood Association or presented personally to each Member not less than thirty (30) days nor more than sixty (60) days before the date set for the meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association, with postage thereupon prepaid. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Neighborhood Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member. The notice shall also contain a copy of a proxy that can be cast in lieu of attendance at the meeting. The quorum for any such meeting shall be no less than 10% of the total number of votes. ~~The foregoing requirement is a minimum requirement, however, more stringent requirements imposed elsewhere in these Articles of Incorporation or in the Declaration, or pursuant to applicable laws or regulations shall supersede the requirements contained in this Section and the Association shall be bound by such more restrictive requirements as if fully reproduced herein.~~

~~Section 8.3 Resolution.~~ At the meeting at which the amendment is to be proposed and considered, a resolution for the adoption of the proposed amendment may be made by any member of the Board of Directors of the Association, or by any Member of the Association, present in person or by proxy. The approval of a resolution for the adoption of a proposed amendment to these Articles of Incorporation shall require the affirmative vote of a majority of the members of the Board of Directors of the Association.

~~Section 8.4 Approval.~~ Amendments may be approved by the Members, after receipt of notice as set forth above, either (1) by the affirmative vote of at least 66 2/3% of the Class A Members (i.e. all Members except the Declarant and any Builder who retain Class B or Class C status) who are present, in person or by proxy, and voting at meetings called as described in the notice and conducted by the Neighborhood Associations at which a quorum is present, and the vote of the Declarant, or (2) by the written consent of at least 66 2/3% of all Class A Members and the Declarant (if the Declarant then retains Class B status) to any action taken in lieu of a meeting. In addition to the approval of the Members and the Declarant set forth above, the following conditions shall apply:

a. Any Material Amendment or Extraordinary Action (as defined in the Declaration) that changes the rights of any specific class of Members (i.e. Class A; Class B; or Class C) must also be approved either (1) by the affirmative vote of at least 51% of the Members of such Class who are present, in person or by proxy, and voting at meetings called as described in the required notice at which a quorum of such Class of Members is present, or (2) by the written consent of at least 51% of all Members of such Class to any action taken in lieu of a meeting.

[Additions to original text are underlined; deletions are ~~struck out~~]

~~b. Any Material Amendment or Extraordinary Action proposed during the period in which the Declarant retains its Class B status must also be approved by the Federal Housing Administration ("FHA"), and the Department of Veterans Affairs ("VA") if any Unit within the Properties has been financed by a mortgage insured by FHA or guaranteed by VA. The Association shall deliver written notice of the proposed Material Amendment or Extraordinary Action to the FHA and VA simultaneously with its notice to the Members. If the FHA or VA fails to deliver written notice to the Association of its objection to the proposed Material Amendment or Extraordinary Action within 30 days after receipt of the notice, FHA and VA will be deemed to have approved the matters contained in the notice, and the Association shall be entitled to record an affidavit signed by an authorized officer averring that written notice was delivered to the FHA and VA and no objection was timely received from such agencies.~~

~~Notwithstanding the foregoing, during the period in which the Declarant retains the status of the Class "B" Member, the Declarant shall have the right to amend these Articles of Incorporation, without the necessity of joinder by the Members or any other persons or entities, to make nonsubstantial changes that do not materially or adversely affect the interests of other Members or other affected parties, and to clarify any ambiguities or conflicts, or correct any scribes' errors in these Articles of Incorporation.~~

~~*Section 8.5 Limitation.* No amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of Members, nor any changes in the provisions of Article IV hereof, without approval of sixty-six and two-thirds percent (66 2/3%) of the votes of each class of Members and the joinder of all Eligible Holders (as defined in the Declaration) of mortgages upon Units. No amendment shall be made that is in conflict with the Declaration, 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 the designated successor of the Declarant, unless the Declarant or such successor shall join in the execution of the amendment.~~

~~*Section 8.6 Recording.* Any amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each amendment of these Articles of Incorporation shall be recorded in the Public Records of Polk County, Florida, within thirty (30) days from the date on which the same is filed and returned from the office of the Secretary of State.~~

[Additions to original text are underlined; deletions are ~~struck out~~]

F:\Developer Clients\Centex Homes\Master\Exhibit 2

[Additions to original text are underlined; deletions are ~~struck out~~]