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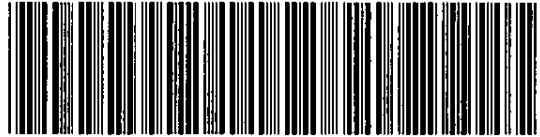
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 FEB 17 AM 11:45

T. Roberts FEB 19 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sebring Country Estates Civic Association, Inc.

DOCUMENT NUMBER: 713398

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

Please return all correspondence concerning this matter to the following:

Conda E. Ruckman

(Name of Contact Person)

N/A

(Firm/ Company)

3240 Grand Prix Drive

(Address)

Sebring, FL 33872

(City/ State and Zip Code)

For further information concerning this matter, please call:

Conda E. Ruckman

(Name of Contact Person)

at (863) 385-3049

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 FEB 17 AM 11:45

Sebring Country Estates Civic Association, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

713398
(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

New Registered Office Address:

(Florida street address)

(City)

Florida

(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

(Attach additional sheets, if necessary)

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

See attached copy of Articles of Amendment (6 pages - 2 copies each)

[illegible]

The date of each amendment(s) adoption: 12 February 2009

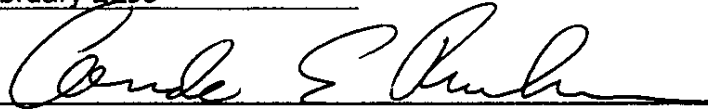
Effective date if applicable: 12 February 2009
(no more than 90 days after amendment file date)

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 12 February 2009

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)

Conda E. Ruckman

(Typed or printed name of person signing)

President

(Title of person signing)

Articles of Amendment
to
Articles of Incorporation of
SEBRING COUNTRY ESTATES CIVIC ASSOCIATION, Inc.

PREAMBLE

The Sebring Country Estates Civic Association was established and exists for the purpose of maintaining and promoting the general welfare of the residents of Sebring Country Estates and Grand Prix Heights through the exchange of ideas among its members and by cooperation with units of local and state government and to this end the members of the association freely pledge their efforts and talents.

ARTICLE 1: MEMBERSHIP

Section A - CLASSES OF MEMBERS

1. **REGULAR MEMBER** - Persons of legal age who own real property within the boundaries of Sebring Country Estates or the Grand Prix Heights subdivision, which includes spouses and significant others living in the household.
2. **ASSOCIATE MEMBER** - Persons of legal age who do not own real property within the area, and former active members who no longer own real property within the area. Associate members shall pay the same dues as members and shall have all the privileges of members except they shall not hold elective office nor vote on matters that pertain specifically to Sebring Country Estates or Grand Prix Heights.

Section B - BECOMING A MEMBER

1. Persons eligible according to Article 1, Section A, shall become members on submission to the association of a completed application blank and the dues for the current year.

Section C - MEMBERSHIP FEES

1. The annual membership fee will not be in excess of ten dollars (\$10.00) per person and shall be due on the date of the annual meeting. There is no prorated fee for new members joining after the annual meeting.

ARTICLE 2: MEETINGS OF THE ASSOCIATION

Section A - ANNUAL MEETING

1. The annual meeting of the association shall be held on the second Thursday

3. SECRETARY - Shall keep the minutes of the meetings, handle all correspondence of the association, and prepare and mail notices of special meetings when required.
4. TREASURER - Shall keep the financial records of the association, and prepare annual financial statements.
5. TRUSTEES - Shall be at least three, who, as a board of trustees shall:
 - a. Prepare an annual budget.
 - b. Annually audit the accounts of the treasurer.
 - c. Have the responsibility for the upkeep and repair of the building, grounds, and the equipment of the association.
 - d. Receive and approve requests for the use of the buildings, grounds, and the equipment of the association thereof, and establish a schedule of fees for their use by non-active members.
 - e. Act as a nominating committee to present a slate of proposed officers at the annual meeting.
 - f. May appoint a committee to negotiate and approve all rentals of equipment and facilities.

Section C - BOARD OF DIRECTORS

1. The above named officers shall constitute a board of directors, which shall be responsible in general for the affairs of the association. Their action, however, is subject to approval by a majority vote of members.
2. The president of the association shall preside at the meetings of the board of directors.
3. The immediate past president may be a member of the board of directors on an advisory basis but shall not be entitled to vote on questions coming before the board.

Section D - REMOVAL FROM OFFICE

1. Any elected officer may be removed from office by a majority vote of the membership present and voting at any meeting.

Section E - VACANCIES AND UNEXPIRED TERMS

1. A vacancy in any elective office shall be filled by appointment by the board of directors, subject to the approval of a majority of the voting members present at the next regular meeting. The appointed officer shall serve for the unexpired portion of the term.

ARTICLE 4: AMENDMENTS

- c. **MEMBERSHIP** - Establish and carry out a program of recruiting new residents for membership of the association and to provide an up to date list of current members.
- d. **PUBLICITY** - Write articles for the local newspaper(s) announcing meetings and events and to report on business items after such meetings.
- e. **RENTALS** - Receive and approve requests for the use of the buildings, grounds, and the equipment of the association thereof, and establish a schedule of fees for their use by non-active members. These duties are as delegated by the trustees.
- f. **ROAD & STREET LIGHT** - Handle all installation/construction and maintenance issues of those services funded by Sebring County Estates Special Benefit Fund 108, as administered by the Highlands County Board of County Commissioners.
- g. **SOCIAL FUNCTIONS** - Arrange for the suitable entertainment at dinner meetings and organize other social events.
- h. **SUNSHINE AND WELFARE** - Maintain contact with members who are ill, in the hospital, or bereaved, and to offer assistance and services as may be proper and appropriate.
- i. **SUPPLIES** - Purchase all supplies for the club as ordered by the trustees, and be reimbursed by the treasurer upon receipt of the bill(s).
- j. **TELEPHONE** - Organize and maintain a telephone network, informing the membership of scheduled and special events of the association.
- k. **YARD SALE** - Organize yard sales as requested by the membership to include advertisements and sign distribution, preparation of clubhouse, kitchen bake sales, and traffic at the front door.

2. The president may establish ad hoc/emergency committees as he/she deems necessary.

Section E - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. Contracts shall be entered into by the board of directors or any officer(s) or agent(s) authorized to act by the board, only when such contracts have been approved by a majority vote of the members present at any membership meeting. Written instrument of all kinds, signed in the name of and on behalf of the association shall be executed by the board of directors or any officer(s) or agent(s) authorized to act by the board, only when previously so approved by the members of the association. Such approval may be general or confined to specific instances. Contracts and written instruments executed pursuant to such approval, and only such contracts and written instruments, shall be binding upon

the association. Instruments executed in connection with loans pledging as security any real property of the association shall be governed by the provisions of Section E, para 5 below.

2. No loan shall be contracted on behalf of the association and no evidence of indebtedness shall be issued in its name unless approved by a majority vote of the membership present. Such authority may be general or confined to specific instances and limits.

3. No loan shall be made in which any real property owned by the association shall be mortgaged, given in trust or otherwise given as security for the payment of that loan, until such loan and security shall have been approved by two-thirds (2/3) of the members present at a general or special meeting of the association.

4. All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the association shall be signed by the treasurer and countersigned by the president and/or vice-president for sums in excess of \$200. For sums under \$200, only one of the above signatures is required.

5. All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the board of directors may select.

6. All invoices covering contracts for material or services shall be checked and approved by the director or committee chairman authorized to create such obligation before being passed on to the treasurer for payment.

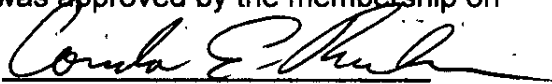
Section F - DISTRIBUTION & REVISION OF CONSTITUTION AND BYLAWS

1. Any question regarding the operation or actions of this organization, not covered in the preceding Constitution & Bylaws, will be governed by Florida Statutes 617, or any other applicable Florida Statute.

2. A copy of the current constitution and bylaws shall be posted on the bulletin board and a copy will be available upon request. Upon making any amendments to these documents, all current members will be given a copy of the new revisions.

3. This constitution and bylaws shall be surveyed by a committee appointed for that purpose at no longer than five year intervals to ascertain the state of these documents in relation to the needs of the association.

The above constitution and bylaws was approved by the membership on February 12th, 2009.


Conda E. Ruckman, President

Section A - PROCEDURE FOR AMENDING

1. This constitution and bylaws may be amended by presenting the proposed changes to the Board of Directors, in writing, at a regular business meeting. These proposed changes will be reviewed by the board to meet legal requirements, after which a copy will be posted in a convenient place at the clubhouse until the next business meeting, at which time the membership may approve these changes by a two-thirds vote of the voting members present.

BYLAWS

Section A - QUORUM

1. A quorum for regular meetings shall be members present.
2. A quorum for special meetings shall be 25% of the membership.
3. A quorum of not less than 4 members shall be required at meetings of the board of directors.
4. A quorum call shall be part of the order of business at each special meeting of the membership and of the board of directors.

Section B - CONDUCT OF MEETINGS

1. All meetings of the membership and the board of directors shall be conducted in conformance with ***Robert's Rules of Order***.

Section C - USE OF ASSOCIATION PROPERTY

1. All requests for the use of the buildings, grounds, and equipment for social events and/or rentals will be presented to a member of the Board of Trustees for approval, pricing involved, and scheduling. Any use of equipment to be taken off the premises will be approved and accounted for by the trustees. (For all other related questions, see "trustees duties", outlined in Constitution Article 3).

Section D - COMMITTEES

1. The following committees shall be organized and serve on an annual basis. Committee chairmen will be approved by the Board of Directors.
 - a. HIGHLANDS COUNTY HOMEOWNERS ASSOCIATION - Represent the association at their monthly meetings and report appropriate information to our membership at monthly business meetings.
 - b. KITCHEN - In charge of the proper maintenance of the kitchen equipment and supplies.

of January in the clubhouse at 7:00 p.m. At this meeting the regular order of business will be followed by the election of officers for the ensuing year and the presentation of the annual reports of officers and committees.

Section B - REGULAR MEETINGS

1. The regular business meetings of the association will be held on the second Thursday of each month, February thru December, in the clubhouse at 7:00 p.m.

Section C - SPECIAL MEETINGS

1. Special meetings may be called at any time by the majority vote of the board of directors.
2. Notice of such meeting, stating the purpose for which it is called, shall be served on the membership by mail, voice, or telephone not less than five days before the date set for the meeting, or at a time suitable for the majority of the board. The board of directors shall also call a special meeting when requested by members representing at least 10% of the membership of the association.
3. No business except that specified in the notice of the meeting shall be transacted at a special meeting.

Section D - VOTING

1. At all meetings of the membership, all questions shall be decided by a majority of the members present, except as hereinafter provided. Each voting member is entitled to one vote on each question presented. If more than one person is nominated for a given office, the election shall be by secret ballot.

ARTICLE 3: OFFICERS

Section A - ELIGIBILITY

1. All officers of the association shall be regular members in good standing.

Section B - TITLES AND DUTIES OF OFFICERS

1. **PRESIDENT** - Shall preside at all meetings, appoint chairmen of standing and ad hoc committees, and generally represent the association in its contacts with the community at large. In case of the absence of both the president and vice-president, the president will appoint another officer to preside at the meeting. All activities and events that are scheduled by officers and committees shall be confirmed with the president.
2. **VICE-PRESIDENT** - Shall preside in the absence of the president and generally assist him in their duties.