

725540

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

(Business Entity Name)

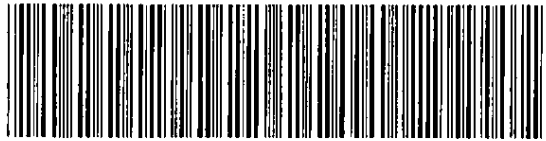
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Certified Copies _____

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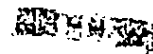
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R. HUNT

06/06/23

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Vera Cruz Condominium Association, Inc.

DOCUMENT NUMBER: 725540

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

Please return all correspondence concerning this matter to the following:

Charles W. McKinnon

(Name of Contact Person)

McKinnon & Hamilton, PLLC

(Firm/ Company)

3055 Cardinal Drive, Suite 302

(Address)

Vero Beach, Florida 32963

(City/ State and Zip Code)

sjewmlaw@bellsouth.net

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

For further information concerning this matter, please call:

Charles W. McKinnon, Esq.

772

231-3770

(Name of Contact Person)

at

(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

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Articles of Amendment
to
Articles of Incorporation
of

Vera Cruz Condominium Association, Inc.

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

725540

(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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(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: N/A

(Florida street address)

New Registered Office Address:

N/A

(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

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>
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1) <input type="checkbox"/> Change	<u>N/A</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
2) <input type="checkbox"/> Change	<u>N/A</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
3) <input type="checkbox"/> Change	<u>N/A</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
4) <input type="checkbox"/> Change	<u>N/A</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
5) <input type="checkbox"/> Change	<u>N/A</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
6) <input type="checkbox"/> Change	<u>N/A</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____

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See attached document.

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May 25, 2023

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

May 25, 2023

Effective date if applicable:

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 May 31, 2023

Signature Joan MacMullan

(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)

Joan MacMullan

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

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AMENDMENTS TO ARTICLES OF INCORPORATION OF VERA CRUZ

(1) ARTICLE VI – OFFICERS.

A. DUTIES AND POWERS. The Officers of the corporation are the President, Vice President, Treasurer, and Secretary, which Officers shall be elected annually by the Board of Directors. The Directors and Officers may lawfully and properly exercise the powers as set forth in Article IX notwithstanding the fact that some or all of them who may be directly or indirectly involved and in the exercise of such powers and in the negotiation and/or consummation of agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements; and all such agreements shall be presumed conclusively to have been made and entered by the Directors and Officers of the corporation in the valid exercise of their lawful powers.

(2) ARTICLE VIII – AMENDMENT OF ARTICLES.

C. ADOPTION. 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 President in the absence of the President, who shall thereupon call a meeting of the Members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by such office of the proposed amendment or amendments, and it shall be the duty of the Secretary or, if applicable, the Association's management company, to give each Member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in a reasonably detailed form, which notice shall be given in the same manner as notice of the call of a meeting of the Members as described in the By-Laws; provided that proposed amendments to these Articles of Incorporation may be considered and voted upon at annual meetings of the Members. 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 thereon prepaid. If emailed, such notice shall be deemed to be properly given when sent to the email address of the Member as it appears in the records of the Association. 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 Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the Owners of not less than Sixty-Six percent (66%) of the Units. Owners may be present in person or by proxy as allowed by applicable law. Such vote may be taken at any meeting at which a quorum is present in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such format 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 such amendment of these Articles of Incorporation shall

be recorded in the Public Records of Indian River County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State.

(3) ARTICLE X – INDEMNIFICATION.

Every Director, every Officer, and every committee Member 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 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 or committee Member of the Association, or any settlement thereof, whether or not he is a Director or Officer or committee Member at the time such expenses are incurred, except in such cases wherein the Director or Officer or committee Member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests 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 or committee Member may be entitled.

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