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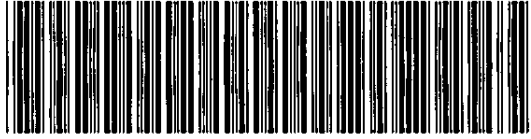
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Spruce Creek Golf Villas, Inc.

DOCUMENT NUMBER: 753925

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

Please return all correspondence concerning this matter to the following:

Erum Kistemaker, Esquire

(Name of Contact Person)

Kistemaker Business Law Group

(Firm/ Company)

1651 N. Clyde Morris Blvd., Ste. 1

(Address)

Daytona Beach, FL 32117

(City/ State and Zip Code)

ekistemaker@e-kbusinesslaw.com

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

For further information concerning this matter, please call:

_____ 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:

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Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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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
SPRUCE CREEK GOLF VILLAS, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

FILED

14 AUG 26 AM 11:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Spruce Creek Golf Villas, Inc., a not for profit corporation organized and existing under the laws of the state of Florida, hereby certify that the following amendments to the Articles of Incorporation were approved at a Special Meeting held on May 6, 2014, and by an affirmative vote of the members owning not less than 14 units in the association. The number of votes cast in favor of the adoption of the amendments was sufficient for approval under the terms of the Articles of Incorporation of the association and applicable law.

The Articles of Incorporation are hereby amended as follows:

(Additions indicated by underlining, deletions by ~~striketrough~~, omitted, unaffected language by)

1. Article 3.2 e. To acquire, own, manage, maintain and repair real and personal property ~~and not more than one condominium unit to be used by a resident manager.~~
2. Article 5. Principal Office. The principal office of the Association shall be located at the offices of the current management company which office is currently located at 1034 RIDGEWOOD AVE HOLLY HILL FL 32117 US, or such other location within Volusia County, as may from time to time be determined by the Board of Directors. ~~-Spruce Creek Airport, Route # 1, Daytona Beach Florida 32014, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.~~
3. Article 6.1. The property, business, and affairs of the Association ~~will~~ shall be managed by a Board consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than five (5) Directors and which shall always be an odd number. ~~not less than three (3) nor more than nine (9) directors. The number of members of the Board of Directors shall be as provided from time to time by the By Laws of the Association, and in the absence of such determination, and for so long as the Developer shall be entitled to elect a director, shall consist of three (3) directors. Directors need not be members of the Association.~~
4. Article ~~6.3.~~ ~~Notwithstanding the provisions of §6.2 the members of the initial Board of Directors shall be Robert H. Elliot, William Hager and William Ross, who shall serve until elections to elect their respective successors are held as provided in Paragraph 6.4 below. In the event of a vacancy occurring prior to the election of a particular director's successor as provided in Paragraph 6.4, such vacancy shall be filled by Thompson Properties, Inc. of Florida (hereafter called "Developer").~~

5. Article 6.4.

~~6.4 (a) The Board of Directors shall call a special members meeting promptly after the Developer has conveyed twelve (12) of the units, at which meeting the unit owners other than the Developer shall elect one (1) member of the Board of Directors to replace William Ross or his successor selected by Developer.~~

~~6.4 (b) The Board of Directors shall call a special members meeting upon the first to occur of the following:~~

- ~~(i) Within three (3) years after 50% of the unit that will ultimately be operated by the Association have been conveyed to purchasers; or~~
- ~~(ii) Within three (3) months after 90% of the units that will ultimately be operated by the Association have been conveyed to purchasers; or~~
- ~~(iii) When some of the units have been sold and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or~~
- ~~(iv) When all the units that will ultimately be operated by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business.~~

~~at which meeting the unit owners other than the Developer shall elect a director to replace William Hager, or his successor selected by Developer.~~

~~6.4 (c) Developer is entitled to elect at least one (1) member of the Board of Directors of the Association as long as it holds for sale in the ordinary course of business at least thirteen (13) units of the condominium.~~

6. Article 6.5

~~6.5 (c) The names and address of the members of the first Board of Directors who shall hold office until their successors have qualified, are as follows:~~

Robert H. Elliott	William Ross
7142 Beneva Road	7142 Beneva Road
Sarasota, Florida 33581	Sarasota, Florida 33581

~~William Hager
7142 Beneva Road
Sarasota, Florida 33581~~

7. Article 6.6 ~~The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.~~

8. Article 11. Amendments to these Articles shall be proposed and adopted in the following manner:

~~11.1 Proposal of Amendments. A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the units in the condominium whether meeting as members or by instrument in writing signed by them. An amendment may be proposed by the President of the Association, a majority of the Directors, or by 25% of the entire Voting Interests.~~

~~11.2 Proposed Amendment Format. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed to or presented personally to each member not less than fourteen (14) nor more than thirty (30) days before the date set for such 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, the postage thereon 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 corporation, whether before 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 members owning not less than 14 units in Spruce Creek Golf Villas in order for such amendment or amendments to become effective.~~

~~_____ A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Volusia County, Florida, within ten (10) days after the date on which the same are so registered. Proposals to amend existing Articles shall contain the full text of the Article to be amended. New words shall be underlined and words deleted shall be struck through. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment stating, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ... FOR PRESENT TEXT."~~

~~11.3 Notice. At any meeting held to consider any amendment or Amendments of these Articles of Incorporation, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.~~

11.4 Adoption. ~~In the alternative, an amendment may be made by an agreement signed and acknowledged by all the record owners of units in the manner required for execution of a deed. A resolution for the adoption of a proposed amendment may be adopted by a vote of 25% of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by written agreement of 33% of the entire Voting Interests. Amendments correcting errors, omissions, or scrivener's errors may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.~~

11.5 Limitation. ~~No amendment shall make any changes in the qualification for membership nor the voting rights of members, nor any change in Section 3.3 of Article 3 hereof, without approval in writing of all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. No amendment to these Articles of Incorporation which would abridge, amend or alter the rights of the Developer to designate and select members of each Board of Directors of the Association, as provided in Article 6 hereof or which would restrict or modify the rights and powers of the initial Board of Directors may be adopted or become effective without the prior written consent of Developer. No amendment shall be made that is in conflict with the Act, the Declaration, or the Bylaws, nor shall any amendment to this paragraph 11.5 be effective.~~

11.6 Recording. ~~A copy of each amendment shall be filed with the Secretary of State under the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Volusia County, Florida.~~

IN WITNESS WHEREOF, Spruce Creek Golf Villas, Inc. has caused these articles of amendment to be executed in its name on this 15 day of August, 2014.

SPRUCE CREEK GOLF VILLAS, INC.

By: 

BEVERLEY SCHMIDT, President