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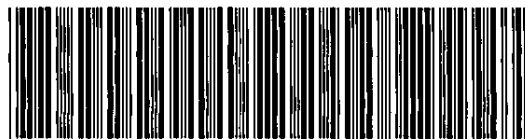
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PELICAN CREEK HOMEOWNERS LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hubert A. Bussey (Managing Member)
(Name of Person)

PELICAN CREEK HOMEOWNERS LLC
(Firm/Company)

1640 Richardson Rd.
(Address)

Merritt Island, FL 32952
(City/State and Zip Code)

For further information concerning this matter, please call:

Hubert A. Bussey (Managing Member) at (321) 453-7943
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 1, 2007

HUBERT A. BUSSEY
1640 RICHARDSON RD.
MERRITT ISLAND, FL 32952

SUBJECT: PELICAN CREEK HOMEOWNERS LLC
Ref. Number: L03000038716

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TALLAHASSEE, FLORIDA

We have received your document for PELICAN CREEK HOMEOWNERS LLC, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$60.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 407A00030033

FIRST: The Articles of Organization were filed on : April 24, 2007 and assigned document number .5. (or as otherwise assigned by the State of Florida _____)

SECOND: This amendment is submitted to amend the following:

Effectively immediately or as soon thereafter as permissible by Florida law alter Articles VI, VII, IX, XI, XII and Add Article XIV as follows herein:

Article VI: Membership Eligibility

Upon receiving a majority vote for approval from the membership, any person who both a resident and owner of property within Pelican Creek Estates Addition Number 9, Brevard County, Florida sufficient in size for a single family home of at least 1000 square feet under air under the code of Brevard County Florida may become a GENERAL MEMBER of Pelican Creek Homeowners LLC.

Article VII: Acquisition and Disposition of Property:

Property may be acquired by any member or members on behalf of Pelican Creek Homeowners LLC.; it may be acquired by a direct instrument or indirectly through Quit Claim Deed, contract, or any other instrument or chain of instruments; said property or rights to said property shall be known as ACQUIRED PROPERTY. For each transaction acquiring property, the members participating in the transaction acquiring said property shall be known as the ACQUIRING MEMBERS of that property item (ACQUIRED PROPERTY) and will have sole voting rights over the use and disposition of the said property. Any net proceeds, benefits, or additional rights obtained from the use or ownership of the ACQUIRED PROPERTY including the lease or sale of said property shall be distributed solely amongst the ACQUIRING MEMBERS in proportion with the amount of voting rights available for exercise by each ACQUIRING MEMBER.

Article IX: Transference or Suspension of Voting Rights over Property Disposition

By unanimous vote of the ACQUIRING MEMBERS (Article VI), additional members may be added to the ACQUIRING MEMBERS for an ACQUIRED PROPERTY.

If an ACQUIRING MEMBER becomes mentally incapacitated, the ACQUIRING MEMBER'S spouse or court appointed guardian will vote on their behalf representing the manner in which the ACQUIRING MEMBER would have voted if they were still fully mentally capable.

An ACQUIRING MEMBER may sell or transfer his/her voting rights only to another ACQUIRING MEMBER.

Any fee incurred in the maintenance of ACQUIRED PROPERTY will be evenly prorated amongst each ACQUIRING MEMBER. An ACQUIRING MEMBER must pay additional fees that have been incurred in the maintenance of the ACQUIRED PROPERTY inclusive of but not limited to insurance and taxes, or their VOTING

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RIGHTS will be terminated. After an ACQUIRING MEMBER is first notified of the portion of the fee which has been apportioned to him, he will have 30 days to pay the fee. After the said 30 day period has elapsed without payment of the fee, additional notices will be sent to the ACQUIRING MEMBER at 30 day intervals until payment of the fee is made or until 2 months elapses whichever occurs first. If the fee is still unpaid after 3 months following the first notification of the fee, the ACQUIRING MEMBER will forfeit all VOTING RIGHTS and the VOTING RIGHTS of the ACQUIRING MEMBER will be evenly distributed amongst the remaining ACQUIRING MEMBERS. If the ACQUIRING MEMBER has previously notified the other ACQUIRING MEMBERS of his intention to be out of the country and has also been out of the country for an extended period of time, the said period for complete fee payment after first notification will be extended to 6 months.

If an ACQUIRING MEMBER should die, their rights inclusive of voting rights will pass to the remaining ACQUIRING MEMBERS; if the ACQUIRED PROPERTY is sold within 6 months of an ACQUIRING MEMBER'S death, the designated beneficiaries of the ACQUIRING MEMBER will receive a proportion of the net proceeds of the sale transaction in accordance with the proportion represented by the deceased ACQUIRING MEMBER'S voting rights calculated as if the ACQUIRING MEMBER was still living and his voting rights had never been redistributed as a result of his/her death. The LAST SURVIVING ACQUIRING MEMBER may leave or transfer his voting rights and all benefits thereof to any person or organization that he/she chooses without limitation. If the last ACQUIRING MEMBER should die without leaving a disposition of his voting rights as part of either a trust which the member established or as part of his/her Last Will and Testament, the LAST SURVIVING ACQUIRING MEMBER'S voting rights will pass equally to all members of Pelican Creek Homeowners LLC.; and if there are no surviving members, then the ownership of the ACQUIRED PROPERTY (Article VI) together and inseparably with the rights and limitations of and upon an ACQUIRING MEMBER shall pass equally and indivisibly to the owners of property within Pelican Creek Estates Addition Number 1 on the north side of Richardson Rd. Brevard County Florida.

Article XI: Interpretations of Articles and Clauses

If there is any legal interpretation or application of laws such that the rights of ACQUIRING MEMBERS are altered, inclusive of their special voting rights and the percentage of votes required to take an action primarily reserved for the ACQUIRING MEMBERS, before taking any other action, Pelican Creek Homeowners LLC. will take the following actions: 1) Notify all ACQUIRING MEMBERS of the said interpretation or application of law. 2) Request a statement of direction from each ACQUIRING MEMBER. 3) At the request of any ACQUIRING MEMBER, transfer ownership of the ACQUIRED PROPERTY indivisibly to the ACQUIRING MEMBERS in proportion to their defined voting rights as reflected in the articles of Pelican Creek Homeowners LLC without cost to the ACQUIRING MEMBERS; should the ACQUIRED PROPERTY be so transferred, the constraints imposed by Articles VII through XII shall comprise restrictions that shall be part of the transfer and/or deed excepting that Pelican Creek

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Homeowners LLC would no longer have an interest or say in the ACQUIRED PROPERTY.

Article X11: Amendment or Replacement of Articles and Members Responsibilities Regarding ACQUIRING MEMBERS

Any change made to Articles VII through XII will require unanimous consent of All ACQUIRING MEMBERS of all ACQUIRED PROPERTY; said unanimous consent is both necessary and sufficient and shall not require the acceptance of GENERAL MEMBERS. Articles VII through X11 will have precedence over all other articles, agreements, and resolutions and actions of Pelican Creek Homeowners LLC. The Managing Member(s) of Pelican Creek Homeowners LLC shall dutifully execute all actions and documentation required to effect, implement and document the actions of the ACQUIRING MEMBERS executed in accordance with Articles VII through XII. No member, managing member, nor any collection of members may take any action to prevent ACQUIRING MEMBERS from voting on a matter that is reserved for the ACQUIRING MEMBERS by the articles of Pelican Creek Homeowners LLC nor may they institute or participate in any action that would abridge the special rights or result in removal of an ACQUIRING MEMBER.

ARTICLE XIV: Types of Members and Voting Rights by Member Type

All members of Pelican Creek Homeowners LLC will be GENERAL MEMBERS. In addition to being a GENERAL MEMBER, a person may also be an ACQUIRING MEMBER as defined in Article VII and altered by Articles VII through XII. A GENERAL MEMBER may vote on any issue not reserved for the ACQUIRING MEMBERS by the articles of Pelican Creek Homeowners LLC. Regardless of the issue being voted upon, a member is allowed no more than one vote. All amendments of Articles of Pelican Creek Homeowners LLC require the unanimous approval of the GENERAL MEMBERS with the exceptions noted in Articles VII through 12.

XX
XXXXXXX-----End of Amendment-----XXXXXXXXXXXX

Dated , . April 24, 2007



Signature of a member or authorized representative of a member

Hubert A. Bussey

Typed or printed name of signee



Witness Signature and Date

Katherine Bussey

Witness Name and Date

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