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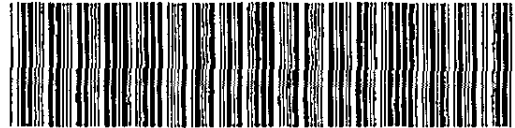
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1-9-09

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Palm Harbor Club at Bay Beach Condominium Association, Inc.

SECOND: The attached amendment to the Articles of Incorporation was adopted by the Board of Directors and Membership.

THIRD: The attached amendment to the Articles of Incorporation was adopted by the required vote of the Board of Directors on the 2nd day of October, 2008 and by the Members on the 2nd day of October, 2008.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

PALM HARBOR CLUB AT BAY BEACH
CONDOMINIUM ASSOCIATION, INC.

Noel Cohen
Signature
NOEL COHEN
Printed Name

BY: Dr. Jean Wahl, President
Dr. Jean Wahl, President
Date: December 9, 2008

Veronica Neumann
Signature
VERONICA NEUMANN
Printed Name

(CORPORATE SEAL)

STATE OF FL)
COUNTY OF Lee) SS:

The foregoing instrument was acknowledged before me this 9th day of December, 2008, by Dr. Jean Wahl as President of Palm Harbor Club at Bay Beach Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced Jean Wahl (type of identification) as identification.

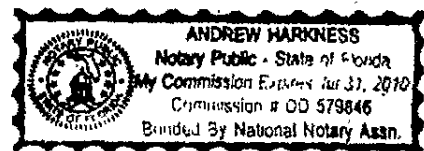
Andrew Harkness
Notary Public
Andrew Harkness
Printed Name

My commission expires: July 31st 2010

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LAW OFFICES
BECKER & POLIAKOFF, P.A.

14241 METROPOLIS AVENUE • SUITE 100 • FORT MYERS, FL 33912
TELEPHONE (239) 433-7707



Additions indicated by underlining.
Deletions indicated by ~~striking through~~.

Amendment: Article IX, Articles of Incorporation

**ARTICLE IX
BOARD OF DIRECTORS**

~~_____ A. _____ The number of Directors on the first Board of Directors ("First Board"), the "Initial Elected Board" (as hereinafter defined) and all Boards elected prior to the "Majority Election Date" (as hereinafter defined) shall be three (3). Provided, however, beginning with such date, there shall also be a Class Director for each additional Palm Harbor Club at Bay Beach Condominium and, if necessary, there shall also be an additional Director elected "at large", so that there will always be an odd number of Directors. The number of Directors elected by the Members at and subsequent to the Majority Election Date shall be as provided in Paragraph L of this Article IX. Except for Developer appointed Directors, Directors must be Members or the spouses, parents or children of Members.~~

~~_____ B. _____ The names and addresses of the persons who are to serve as the First Board are as follows:~~

_____ NAME _____	_____ ADDRESS _____
_____ Lawrence L. Pearce _____	_____ 372 Lenell Road _____ _____ Fort Myers Beach, FL 33931 _____
_____ Edward P. McCrystal _____	_____ 372 Lenell Road _____ _____ Fort Myers Beach, FL 33931 _____
_____ Siegfried Berghuser _____	_____ 372 Lenell Road _____ _____ Fort Myers Beach, FL 33931 _____

~~Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided. Developer reserves the right to remove any Director from the First Board and the right to remove any Director designated by Developer in accordance with these Articles.~~

~~_____ C. _____ If upon the occurrence of the "Majority Election Date" (as hereinafter defined), more than one (1) Palm Harbor Club at Bay Beach Condominium has been submitted to condominium ownership, then a class of Directors ("Class Directors") shall be created for each Palm Harbor Club at Bay Beach Condominium in the manner provided for in Paragraph G of this Article IX. Each class shall be designated by a numeral denoting the sequence in which the Palm~~

~~Harbor Club at Bay Beach Condominium was submitted to condominium ownership. For example, the Directors of the Palm Harbor Club at Bay Beach Condominium, provided it is the first Palm Harbor Club at Bay Beach Condominium submitted to condominium ownership, would be "Class I Directors." Each Palm Harbor Club at Bay Beach Condominium shall have one Class Director and one or more Director(s) shall be elected "at large," in accordance with Paragraph A of this Article IX.~~

~~D. Upon the conveyance by Developer to Owners other than Developer ("Purchaser Members") of fifteen percent (15%) or more of the "Total Homes" (as hereinafter defined) (as evidenced by the recordation of deeds), including Homes located within all Phases of the Palm Harbor Club at Bay Beach Condominium(s) as contemplated in the Declaration(s) (provided the Developer still holds the right to submit additional Phases to condominium ownership), the Purchaser Members shall be entitled to elect one third (1/3) of the Board, which election shall take place at the Initial Election Meeting. Developer shall designate the remaining Directors on the Board at the Initial Election Meeting. The Director to be so elected by the Purchaser Members and the remaining Directors to be designated by Developer are hereinafter collectively referred to as the "Initial Elected Board" and shall succeed the First Board upon their election and qualification. Subject to the provisions of Paragraph IX.E below, the Initial Elected Board shall serve until the next Annual Members' Meeting, whereupon, the Directors shall be designated and elected in the same manner as the Initial Elected Board. The Directors shall continue to be so designated and elected at each subsequent Annual Members' Meeting until such time as the Purchaser Members are entitled to elect not less than a majority of the Directors on the Board. Developer reserves the right, until such time as the Purchaser Members are entitled to elect not less than a majority of the Directors on the Board, to designate successor Directors to fill any vacancies caused by resignation or removal of Directors designated by Developer pursuant to this Paragraph IX.D.~~

~~The term "Total Homes" means the number of Homes contemplated for all Palm Harbor Club at Bay Beach Condominiums (less the number of Homes in any and all Phases of any Palm Harbor Club at Bay Beach Condominium developed as a phase condominium pursuant to the Act, which Developer decides neither to submit as part of such Palm Harbor Club at Bay Beach Condominium as provided in the applicable Declaration nor submit to condominium ownership as a separate Palm Harbor Club at Bay Beach Condominium).~~

~~E. Purchaser Members are entitled to elect not less than a majority of the Board upon the happening of any of the following events, whichever shall first occur:~~

~~1. Three (3) years after sales by Developer of fifty percent (50%) of the sum of the Total Homes in Palm Harbor Club at Bay Beach Condominiums have been "Closed" (as hereinafter defined); or~~

~~2. Three (3) months after sales by Developer of ninety percent (90%) of the Total Homes in Palm Harbor Club at Bay Beach Condominium have been Closed; or~~

~~3. Five (5) years after the sale by Developer of the first Home has been Closed; or~~

~~4. When all of the Total Homes in Palm Harbor Club at Bay Beach Condominiums have been completed (as evidenced by the issuance of Certificates of Occupancy for all of same) and some have been sold to Purchaser Members and none of the others are being offered for sale by Developer in the ordinary course of business; or~~

~~5. When some of the Total Homes in Palm Harbor Club at Bay Beach Condominiums have been conveyed to Purchaser Members and none of the others are being constructed or offered for sale by Developer in the ordinary course of business; or~~

~~6. Seven (7) years after the recordation of the first Declaration or, in the case of an association which may ultimately operate more than one condominium, seven (7) years after recordation of the declaration for the first condominium it operates, or, in the case of an association operating a phase condominium created pursuant to Section 718.403 of the Act, seven (7) years after recordation of the declaration creating the initial phase.~~

~~7. When Developer, as Developer has the right to do at any time upon written notice to the Association, relinquishes its right to designate a majority of the Board.~~

~~The term "Closed" shall mean the recording of a deed or other instrument of conveyance to a Purchaser Member amongst the Public Records.~~

~~F. The election of not less than a majority of Directors by the Purchaser Members shall occur on a date to be called by the Board for such purpose ("Majority Election Date").~~

~~G. On the Majority Election Date, each class of Purchaser Members shall elect one (1) Director and Developer, until the Developer's Resignation Event, shall be entitled to designate one (1) Director. All of the Purchaser Members shall also elect one or more Directors at large in accordance with Article IX.A. herein, if applicable. Developer reserves the right, until the Developer's Resignation Event, to name the successor, if any, to any Director it has so designated; provided, however, Developer shall in any event be entitled to exercise any right it may have to representation on the Board as granted by law, notwithstanding the occurrence of the Developer's Resignation Event.~~

~~H. At the first Annual Members Meeting held after the Majority Election Date, a "staggered" term of office of the Board shall be created as follows:~~

~~1. a number equal to fifty percent (50%) of the total number of Directors rounded to the nearest or next whole number is the number of Directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and~~

~~2. the remaining Directors' terms of office shall be established at one (1) year.~~

~~At each Annual Members Meeting thereafter, as many Directors of the Association shall be elected as there are Directors whose regular term of office expires at such time, and the term~~

of office of the Directors so elected shall be for two (2) years, expiring when their successors are duly elected and qualified.

~~I. The Board shall continue to be elected by the Members subject to Developer's right to appoint a member to the Board as specified in the Act at each subsequent Annual Members' Meeting, until Developer is no longer entitled to appoint a member to the Board.~~

~~J. The Initial Election Meeting and the Majority Election Date shall be called by the Association, through its Board, within seventy-five (75) days after the Purchaser Members are entitled to elect a Director or the majority of Directors, as the case may be. A notice of election shall be forwarded to all Members in accordance with the Bylaws; provided, however, that the Members shall be given at least sixty (60) days' notice of such election. The notice shall also specify the number of Directors that shall be elected by the Purchaser Members and the remaining number of Directors designated by Developer.~~

~~K. Developer shall cause all of its designated Directors to resign when Developer no longer holds at least five percent (5%) of the sum of the Total Homes in all Palm Harbor Club at Bay Beach Condominiums for sale in the ordinary course of business. In addition Developer may at any time, in its sole discretion, cause the voluntary resignation of all Directors designated by it. The happening of either event is herein referred to as the "Developer's Resignation Event". Upon the Developer's Resignation Event, the Directors elected by Members shall elect successor Directors to fill the vacancies caused by the resignation or removal of the Developer's designated Directors. These successor Directors shall serve until the next Annual Members' Meeting and until their successors are elected and qualified; provided, however, nothing herein contained shall be deemed to waive any right to representation on the Board which Developer may have pursuant to the Act. Developer specifically reserves the right to assert any right to representation on the Board it may have pursuant to the Act, notwithstanding that the Developer's Resignation Event may have previously occurred.~~

~~L. At each Annual Members' Meeting held subsequent to the year in which the Majority Election Date occurs, the number of Directors to be elected shall be determined by the Board from time to time, but there shall not be less than three (3) Directors. In the event, however, there are two (2) or more Palm Harbor Club at Bay Beach Condominiums, then the number of Directors shall be one (1) from each Class and one (1) Director elected at large, at minimum.~~

~~M. The following provisions shall govern the right of each Director to vote and the manner of exercising such right:~~

~~1. There shall be only one (1) vote for each Director.~~

~~2. All of the Directors of the Board shall vote thereon as one (1) body, without distinction of class, on matters which pertain to the Association or all of the Palm Harbor Club at Bay Beach Condominiums.~~

~~3. On matters pertaining exclusively to a particular Palm Harbor Club at Bay Beach Condominium(s), only the affected Class Directors shall vote thereon.~~

~~4. Subject to the provisions of Subparagraphs 1, 2 and 3 immediately preceding, the Board as a whole shall determine whether a matter is subject to a vote of the Directors, shall be voted on by Class Directors or by the entire Board as a whole. In the case of deadlock by the Board, application shall be made to a court of competent jurisdiction to resolve the deadlock.~~

~~5. In the determination of whether a quorum exists or whether the Board has duly acted with respect to any matter, (a) on matters which are voted on by the Board as a whole, such determination shall be made with respect to the number of all of the Directors; and (b) on matters which are voted on by Class Directors, such determination shall be made with respect to the number of Class Directors.~~

A. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. Directors must be members or the spouse of a member of the Association.

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