

N00000008459

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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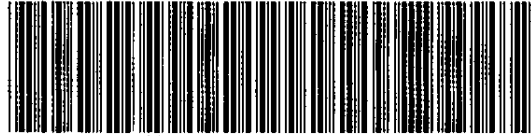
(Business Entity Name)

(Document Number)

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10 JUN 21 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*David 6/21/10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Town Lakes Homeowners Association, Inc.

**DOCUMENT NUMBER:** N00000008459

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

Please return all correspondence concerning this matter to the following:

Heather S. Case, Esq.

(Name of Contact Person)

Law Offices of Heather S. Case, P.A.

(Firm/ Company)

18403 Royal Hammock Blvd.

(Address)

Naples, FL 34114

(City/ State and Zip Code)

hsc@heathercaselaw.com

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

For further information concerning this matter, please call:

Heather S. Case

(Name of Contact Person)

at ( 239 ) 304-9408

(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

Town Lakes Homeowners Association, Inc.

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

N00000008459

(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:**

*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**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
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TALLAHASSEE, FLORIDA

**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:* \_\_\_\_\_

*New Registered Office Address:* \_\_\_\_\_  
(Florida street address)

\_\_\_\_\_, Florida  
(City) (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)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

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

See Attached

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corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the DECLARATION, and no part of any net earnings of the Association will inure to the benefit of any member.

The foregoing specific duties and responsibilities are not to be construed in any way as limiting the powers of the Association. Rather, the Association will have and exercise all of the powers conferred upon Associations so formed.

#### ARTICLE V MEMBERSHIP

Every record Owner of a Lot including those lots which have not been constructed but which may be developed under the Development Plan, which is then part of the Properties, shall be a Member of the Association, provided that any such person or entity, including any mortgagee, who holds an interest merely as security for the performance of an obligation shall not be a Member.

#### ARTICLE VI VOTING

The Association shall have the following two classes of voting membership:

(a) Class "A". Class "A" Members shall consist of all record Owners of a fee interest in any Lot within the Property. Class "A" Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership, including those Lots which have not been constructed but which may be developed under the Development Plan. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote of such Lot shall be exercised as they determine, but in no event shall the vote cast with respect to any such Lot exceed the number of votes determined for that Lot or in accordance with these Articles and the DECLARATION.

(b) Class "B". The Class "B" Members shall consist of the Developer, Gassner Development, Inc., a Florida corporation, or any assignee, successor, designee or nominee of the Developer to whom the Developer has assigned all or part of its rights. The Developer shall have the same number of votes at any meeting in which votes are to be taken as are held by all Class "A" Members plus one vote. Class "B" membership shall terminate and be converted on a Lot basis to Class "A" membership when the Developer no longer owns any property in Town Lakes Development for sale in the ordinary course of business or on such earlier date as required by Florida law or the Developer may elects to terminate its Class "B" membership.

(c) Any action which could be taken by Members at a membership meeting may be taken without necessity of a meeting if approved in writing by the Members having the right to cast sufficient votes to approve the action if taken at a meeting.

## ARTICLE VII BYLAWS AND AMENDMENT TO ARTICLES

The Bylaws will be adopted and may be amended by the Directors or the Members, consistent with these Articles, the Bylaws and the DECLARATION, except that those adopted by the Members may only be altered, amended or repealed by the Members. These articles may be amended by the Board of Directors with the approval of Members entitled to cast more than fifty percent (50%) of the votes at a meeting. ~~Notwithstanding the foregoing, neither the Articles nor the Bylaws may be amended without the consent and approval of the Developer, as long as the Developer owns a Lot, or other real property which is included in the Development and the consent of the "Land Mortgagee", if any, and its successors and assigns, and any replacement lender having loaned funds to Cassner Development, Inc. ("Developer") for Developer's acquisition and/or development of the Town Lakes Development, as long as there shall remain outstanding any indebtedness of Developer or its successors secured by a mortgage in favor of the Land Mortgagee or its successors or assigns on all or a portion of the property comprising the Town Lakes Development; provided, however, that notwithstanding anything in this Paragraph or elsewhere in these Articles to the contrary, the acquisition by such lender of any or all of Developer's rights under the Declaration of Covenants, Conditions and Restrictions for Town Lakes (by virtue of assignment, pledge, succession or otherwise) shall not alter, waiver or impair by reason of "merger" or otherwise, any other rights granted to the Land Mortgagee herein or in any other document (even if the Land Mortgagee becomes the Developer). Land Mortgagee shall enjoy all rights as an institutional mortgagee, provided that the foregoing shall not limit any other rights specifically granted to Land Mortgagee herein or any other documents pertaining to any part of the Town Lakes Development.~~

## ARTICLE VIII DIRECTORS

The affairs of the Association will be managed by a Board of Directors consisting of ~~three (3)~~ five (5) members, initially. The number of members constituting the Board of Directors may, from time to time, be increased or decreased by the members, as may be provided in the Bylaws, but will never be less than ~~three (3)~~ five (5).

(a) TERMS OF OFFICE. Directors will generally serve a term of ~~one (1)~~ two (2) years each and shall be elected at the annual meeting of the membership. It is the intention of these By-Laws that a staggered Directorate be maintained. To implement and maintain a staggered Directorate, the Board may hold seats in future elections open for one- or two-year terms, when necessary or appropriate. In such cases, those receiving the higher number of votes shall be elected to the longer terms and when no election is held, the decision shall be made by agreement of the affected parties, or by Lot. However, ~~The~~ members of the Board of Directors will serve until their successors are elected and qualify and may be re-elected for additional terms. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and the newly appointed member will serve until the next election of Directors.

The date of each amendment(s) adoption: 3/31/10  
(date of adoption is required)

Effective date if applicable: 3/31/10  
(no more than 90 days after amendment file date)

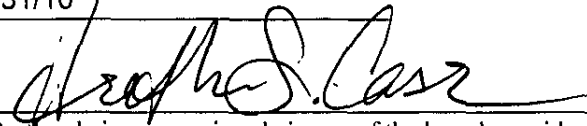
Adoption of Amendment(s) (CHECK ONE)

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 3/31/10

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)

Heather S. Case, P.A.

(Typed or printed name of person signing)

Agent

(Title of person signing)