

Division of Corporations

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HAMMOCK BEACH PROPERTY OWNERS ASSOCIATION, INC. TALLENT

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
HAMMOCK BEACH PROPERTY OWNERS ASSOCIATION, INC.

FILED
2019 MAY 28 AM 8:52
SECRETARY OF STATE
TAMM, THOMAS C. PL

Pursuant to the provisions of § 617.1006, Florida Statutes, HAMMOCK BEACH PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (the "Corporation"), adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is HAMMOCK BEACH PROPERTY OWNERS ASSOCIATION, INC. and the document number of the Corporation is N01000002355.

2. Article VI, Section 2(b) of the Corporation's Articles of Incorporation is deleted in its entirety and amended and restated as follows:

"ARTICLE VI.

Section 2.

(b) Any Member, including Declarant, assigned an Equivalent Unit or Equivalent Units with respect to a Unit or Units owned by such Member which Unit or Units are not governed by a Subassociation, shall have one (1) vote for each Equivalent Unit assigned to such Member with respect to such Unit or Units that are not governed by a Subassociation. The votes allocated under this Section 2(b) shall be exercised directly by the Member to whom such votes are allocated or by such Member's authorized representatives."

3. Article VI, Section 2(c) of the Corporation's Articles of Incorporation is deleted in its entirety.

4. Article VI, Section 2(d) of the Corporation's Articles of Incorporation is hereby renumbered to be the new Article VI, Section 2(c) of the Corporation's Articles of Incorporation ("New Section 2(c)"), and the first paragraph of New Section 2(c) of the Corporation's Articles of Incorporation is deleted in its entirety and amended and restated as follows:

"ARTICLE VI.

Section 2.

(c) In addition to any votes allocated to Declarant under Section 2(b), Declarant shall have a one-half (1/2) vote for each of the votes allocated to all of the Members (including Declarant) under Section 2(a) and Section 2(b), such that the total number of votes allocated to Declarant under this Section 2(c) shall be equal to approximately, but not less than, one-third (1/3) of the total votes allocated to all of the Members (including Declarant) pursuant to Section 2(a), Section 2(b), and this Section 2(c). Notwithstanding anything to the contrary set forth herein, if the total number of votes allocated to Declarant under this Section 2(c) is not a whole number, then

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such number of votes allocated to Declarant under this Section 2(c) shall be rounded up to the next whole number. The Declarant shall have such voting rights for so long as it shall own any portion of the Properties.

For illustration purposes only, if there were four hundred ninety-six (496) votes allocated to Members who are Subassociations under Section 2(a), and there was one (1) vote allocated to Declarant under Section 2(b), for a total of four hundred ninety-seven (497) votes allocated under Section 2(a) and Section 2(b) collectively, then under Section 2(c) Declarant would be allocated two hundred forty-nine (249) votes (i.e., Declarant would have a one-half (1/2) vote for each of the votes allocated to all of the Members (including Declarant) under Section 2(a) and Section 2(b), which in this example would be four hundred ninety-seven (497) votes allocated to all of the Members (including Declarant) under Section 2(a) and Section 2(b), multiplied by one-half (1/2), which equals two hundred forty-eight and one-half (248.5) votes, rounded up to the next whole number would be two hundred forty-nine (249) votes allocated to Declarant under Section 2(c)). Thus, under the foregoing illustration, the total number of votes allocated under Section 2(a), Section 2(b), and Section 2(c) would be seven hundred forty-six (746) votes (i.e., four hundred ninety-six (496) votes allocated under Section 2(a), plus one (1) vote allocated under Section 2(b), plus two hundred forty-nine (249) votes allocated under Section 2(c)), and the votes allocated to Declarant under Section 2(c) would equal thirty-three and thirty-eight hundredths percent (33.38%) of the total votes allocated to all of the Members (including Declarant) pursuant to Section 2(a), Section 2(b), and this Section 2(c) (i.e., two hundred forty-nine (249) votes allocated under Section 2(c), divided by seven hundred forty-six (746) total votes allocated under Section 2(a), Section 2(b), and Section 2(c))."

5. Article VI, Section 3. of the Corporation's Articles of Incorporation is deleted in its entirety.

6. Article VII, Section A of the Corporation's Articles of Incorporation is deleted in its entirety and amended and restated as follows:

"ARTICLE VII.

BOARD

A. The affairs of the Association shall be managed by a Board consisting of three (3) Directors. Directors need not be Members of the Association and need not be residents of the State of Florida. For so long as it shall own any portion of the Properties, the Declarant shall have the right to appoint one (1) of the Directors and there shall be two (2) Directors elected by the Members of the Association other than the Declarant. In the event the number of Directors is ever increased or decreased during such time as the Declarant owns any portion of the Properties, the Declarant shall always have the right to appoint forty-nine and nine-tenths percent (49.9%) of the Directors (rounded down to the nearest whole number of Directors). For illustration purposes only, if

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Declarant owns any portion of the Properties and the number of Director positions was increased to five (5) Directors on the Board, then Declarant would have the right to appoint two (2) of the Directors (the calculation for determining the same being as follows: 5 Director positions multiplied by 49.9% = 2.495 Directors, rounded down to the nearest whole number of Directors is 2)."

7. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain unchanged and in full force and effect.

8. The forgoing amendments were adopted by the written consent of the Members entitled to vote on such forgoing amendments, dated April 26, 2019, in accordance with Section 617.0701(4), Florida Statutes. The number of votes cast for the amendment was sufficient for approval.

9. The effective date and time of these Articles of Amendment shall be upon the filing of these Articles of Amendment with the Florida Department of State, Division of Corporations.

{Signature page follows}

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IN WITNESS WHEREOF, the undersigned officer(s) and/or director(s) of the Corporation have executed these Articles of Amendment this 26th day of April, 2019.

By: Carlton M. Gentry
Name: Carlton M. Gentry, as the
President of HAMMOCK BEACH
PROPERTY OWNERS ASSOCIATION, INC., a Florida
not-for-profit corporation

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