

1-13-2006 04:17pm From: BAKER & HOSTETLER 4078410168 701
NO10000003193

Florida Department of State
Division of Corporations
Public Access System

2427-95

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000174794 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407)649-4043
Fax Number : (407)841-0168

FILED
06 JUL 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

06 JUL 13 AM 8:00

DIVISION OF CORPORATIONS

COR AMND/RESTATE/CORRECT OR O/D RESIGN

BLACKSTONE HOMEOWNER'S ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

Amend @ 7.14.06



July 10, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations
BLACKSTONE HOMEOWNER'S ASSOCIATION, INC.
3600 VINELAND RD
SUITE 101
ORLANDO, FL 32811

SUBJECT: BLACKSTONE HOMEOWNER'S ASSOCIATION, INC.
REF: N01000003193

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6964.

Irene Albritton
Document Specialist

FAX Aud. #: H06000174794
Letter Number: 206A00044357

P.O BOX 6327 - Tallahassee, Florida 32314

FILED
JUL 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
BLACKSTONE HOMEOWNER'S ASSOCIATION, INC.**

BLACKSTONE HOMEOWNER'S ASSOCIATION, INC., a not for profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Blackstone Homeowner's Association, Inc., as changed from Toho Country Estates Community Association, Inc. by First Amendment to the Articles of Incorporation of Toho Country Estates Community Association, Inc. The date of filing of its original Articles of Incorporation with the Secretary of State was May 2, 2001 (the "Articles of Incorporation").

2. Pursuant to and in accordance with Sections 617.1001 and 617.1006, Florida Statutes, this Second Amendment to Articles of Incorporation amend certain provisions of the Articles of Incorporation of the Corporation.

3. Article 1 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and the following is substituted in its place:

**ARTICLE 1
NAME AND PRINCIPAL PLACE OF BUSINESS**

1.1 Name. The name of the corporation is BLACKSTONE HOMEOWNER'S ASSOCIATION, INC. (the "Association"). The principal place of business, and the mailing address of the Association is 8403 South Park Circle, Suite 670, Orlando, Florida 32819.

4. Article 2 of the Articles is hereby deleted in its entirety, and the following is substituted in its place:

**ARTICLE 2
REGISTERED OFFICE AND REGISTERED AGENT**

2.1 Registered Agent. The street address of the initial registered office of the Association is 8403 South Park Circle, Suite 670, Orlando, Florida 32819. The name of the registered agent at such address is Scott A. Cookson, Esq.

5. Article 6 of the Articles is hereby deleted in its entirety, and the following is substituted in its place:

**ARTICLE 6
VOTING RIGHTS**

6.1 The Association shall have two (2) classes of voting membership:

Class A. Class A Membership shall be all the Owners of Lots with the exception of the Declarant, and any other person or entity obligated under the Governing Documents to pay assessments or amenity fees. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership. When more than one person holds such interest or interests in any

Lot, all such persons shall be Members, but the vote for such Lot shall be exercised only by that one person who is Entitled To Vote. In no event shall more than one vote be cast with respect to any such Lot.

6.2 Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to fifteen (15) votes for each Lot owned by the Class B Member. All voting rights of Class B Membership shall be freely transferable, subject to this Declaration, to third parties. The Class B membership shall cease and terminate upon the earlier to occur of the following: (i) ten (10) years from the date of the recording of the Declaration; (ii) at such time when the votes outstanding in the Class A Membership equal seventy-five percent (75%) of the total votes outstanding in the Class B Membership; (iii) three months after 90% of the Lots have been conveyed to Owners; or (iv) sooner at the election of the Declarant (but only if KB HOME ORLANDO LLC consents in writing to the transfer during any period of time during which KB HOME ORLANDO LLC, is the holder of all or any portion of the Declarant's voting rights, which consent shall not be unreasonably withheld). Upon the happening of any of these events, Declarant shall call a special meeting of the Association to advise of the termination of Class "B" membership. From and after the happening of these events, whichever occurs earlier, the Class B members shall be deemed Class A members entitled to one (1) vote for each Lot in which they hold the interest required for membership.

6. Article 7 of the Articles is hereby deleted in its entirety, and the following is substituted in its place:

ARTICLE 7 DIRECTORS

7.1 Directors. The affairs of this Association shall be managed by a Board of three (3) directors ("Directors"), who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>DIRECTORS</u>
Jeremy Camp	8403 S. Park Circle Suite 670 Orlando, Florida 32819
Stephen Williams	8403 S. Park Circle Suite 670 Orlando, Florida 32819
Brad Cowherd	8403 S. Park Circle Suite 670 Orlando, Florida 32819

At the first annual meeting, the Members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years; and at each annual meeting thereafter the Members shall elect one Director for a term of three years.

7. Article 9 of the Articles is hereby deleted in its entirety, and the following is substituted in its place:

ARTICLE 9 INDEMNIFICATION

9.1 Indemnification. Subject to and consistent with the requirements and procedures for such indemnification under the applicable provisions of the Florida Statutes, the Association shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer, committee member or agent of the Association, from and against any and all liabilities, expenses (including attorneys' and paralegals' fees and for all stages prior to and in connection with any such action, suit or proceeding, including all appellate proceedings), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

8. Article 11 of the Articles is hereby deleted in its entirety, and the following is substituted in its place:

ARTICLE 11 AMENDMENTS AND DISSOLUTION

11.1 Amendments. Amendment of these Articles shall require the assent of seventy-five percent (75%) of all Members. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting

of the membership duly called for that purpose, or at an annual meeting of the membership; provided, however, the foregoing requirement as to a meeting of the membership shall not be construed to prevent the Members from waiving notice of a meeting; provided further, if Members (and/or persons holding valid proxies) with not less than seventy-five percent (75%) of the votes of the entire membership sign a written consent manifesting their intent that an Amendment to these Articles be adopted, then such Amendment shall thereby be adopted as though proposed by the Board of Directors and voted on at a meeting of the membership as hereinabove provided.

11.2 Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members (with no distinction between classes). Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding the foregoing, the responsibility for the operation and maintenance of the surface water or stormwater management systems shall be transferred to an entity which would comply with the applicable provision of the Florida Administrative Code and be approved by the South Florida Water Management District prior to such dissolution.

9. This Second Amendment to Articles of Incorporation was adopted on the 5th day of July, 2006 by the Class B Member and by Board of Directors and the number of votes cast for the amendment by the members and the board were sufficient for approval.

IN WITNESS WHEREOF, said Corporation has caused this Second Amendment to Articles of Incorporation to be signed this 5th day of July, 2006.

BLACKSTONE HOMEOWNER'S ASSOCIATION,
INC.

By: Daniel B Webb
Daniel B. Webb, President

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Blackstone Homeowner's Association, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Scott A. Cookson, Esq., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

By: 
Scott A. Cookson, Esq.

DATED: 7.13, 2006.