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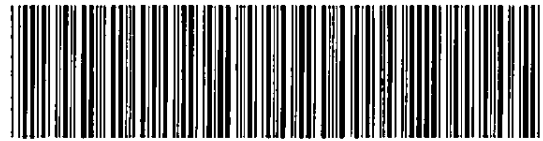
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Manors at Emerald Island Resort Homeowners Association, Inc.

DOCUMENT NUMBER: CFN #: 2024027575 Book: 6558 Page: 1904

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

Please return all correspondence concerning this matter to the following:

Brian Hess

(Name of Contact Person)

DI MASI || BURTON, P.A.

(Firm/ Company)

801 N. Orange Avenue, Suite 500

(Address)

Orlando, Florida 32801

(City/ State and Zip Code)

bhess@orlando-law.com

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

For further information concerning this matter, please call:

Brian Hess

(407) -839-3383

(Name of Contact Person)

at

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certificate of Status

☒ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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Certified Copy
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Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF THE MANORS AT EMERALD ISLAND
RESORT HOMEOWNERS' ASSOCIATION, INC.**

WHEREAS, six (6) amendments to the Articles of Incorporation of The Manors at Emerald Island Resort Homeowners' Association, Inc. appear to have been adopted between 2008 and 2020; and

WHEREAS, the Board of Directors of THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC. ("Association") has no evidence that these amendments were adopted properly, with proper advance notice to the Members, nor were such amendments recorded in the Public Records of Osceola County, Florida; and

WHEREAS, such amendments are important to the operation of the Association;

NOW THEREFORE, the Board of Directors of the Association hereby, upon proper notice to the Members, ratifies and adopts these amendments to the Articles of Incorporation of The Manors at Emerald Island Resort Homeowners' Association, Inc.

Pursuant to the provisions of §617.1006, *Fla. Stat.*, THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC. ("Association") adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

Article VIII of the ARTICLES OF INCORPORATION OF THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC. ("Articles of Incorporation") is/are hereby amended as follows (additions are indicated by underlining; deletions are indicated by ~~strike-outs~~, omitted and unaltered provisions are indicated by ellipses):

ARTICLE VIII

BOARD OF DIRECTORS

~~Section 1. Number. Until Turnover of control by the Class B Member, the affairs of this Neighborhood Association shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Neighborhood Association and who shall be appointed by the Declarant. After Turnover and for so long as Declarant owns at least five percent (5%) of the Lots platted or to be platted in the Properties, the Declarant shall be entitled to appoint one member of the Board. At such time as Declarant no longer owns any Lots within the Properties, the number of Directors may be increased or decreased by amendment to these Articles, provided there shall never be less than three (3) Directors. All affairs of the Neighborhood Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Neighborhood Declaration. Effective upon the filing of this amendment with the Secretary of State, the affairs of the Association shall~~

be managed by a Board of Directors consisting of no less than three (3) and no more than seven (7) Directors; however the Board shall consist of an odd number of Directors. Any seat which is vacant as of the effective date of this amendment shall be filled by appointment of current Board members by a majority vote of the Board in order to establish an odd number of Directors. Any person appointed to the Board shall serve only until the next annual meeting of the membership at which time their term shall automatically expire and their vacant seat shall be filled by an election of the membership entitled to cast a vote. In order to have an election to fill a vacant Board seat, a quorum (1/3) of the membership must be present or represented by proxy at the annual meeting. In the event that a quorum is not present or represented by proxy at the annual meeting then the Board members shall fill the vacant Board seats by appointment through majority vote of the Board. The affairs of the Association shall be managed by a Board of Directors, all of whom shall be Members of the Association, consisting of no less than three (3) and no more than seven (7) five (5) Directors; provided, however, that the Board shall always consist of an odd number of Directors. Any seat on the Board that is vacant as of the effective date of this amendment shall be filled by appointment of current Board members by a majority vote of the Board. Any such person(s) appointed to the Board by the Board shall serve only until the next annual meeting of the membership at which time his/her term shall automatically expire and his/her vacant seat(s) shall be filled by an election of the membership entitled to cast a vote. In order to have an election by the membership to fill a vacant Board seat, a quorum of the membership (to wit: 1/3 of the members) must be present in person or represented by proxy at the annual meeting, then the Board members shall fill the vacant Board seat(s) by appointment through majority vote of the Board.

(a) In the event that all of the director's terms expire on the same date, then pursuant applicable Florida Statutes, any director whose term has expired but wishes to remain on the board shall continue to serve as a director until a valid election is held or the next annual meeting and shall be considered a holdover board director. Each such director shall hold office until the next annual meeting or his or her successor has been elected or appointed and qualified or until his or her resignation, removal from office, or death. The holdover board members shall fill any vacant seats on the board by appointment through majority vote and if there is only one holdover director, then by the sole remaining holdover director. Each such director appointed shall hold office until the next annual meeting, or his successor has been elected or appointed and qualified or until his or her resignation, removal from office, or death.

Section 2. Term. Directors who are appointed to the Board shall serve only until the next annual meeting of the membership at which time their term shall automatically expire and their vacant seat shall be filled by an election of the membership entitled to cast a vote. Directors who are elected shall serve for three (3) year terms. In the event a Director dies, resigns, or is removed during their term, the vacant seat shall be filled by appointment of the then current Board Member by majority vote of the Board.

Section 4. Vote By Proxy. Any member entitled to cast a vote may do so in person or by proxy. In order for a vote to be cast by proxy, the proxy (1) shall be in writing, (2) shall be dated, (3) shall designate the member executing the proxy and to whom the proxy is given, (4) shall designate the date of the meeting the proxy is intended to be used for, and (5) shall be filed with the Secretary prior to the meeting. Proxies shall be revocable. In order to revoke a proxy the member

who executed the proxy shall file a written revocation at least twenty-four (24) hours before the meeting with the Secretary. In the alternative, a member may revoke their proxy in person at the meeting prior to any vote being called. Proxies shall only be valid for one meeting and any adjournment thereof, provided the adjourned meeting is held within sixty (60) days of the date of the original meeting.

...

SECOND: The date of adoption of the Amendment was the 2nd day of December, 2023.

THIRD: Adoption of Amendment:

Article XII of the Articles of Incorporation, in effect prior to the adoption of the instant Amendment, provides that amendments to the Articles of Incorporation may be approved by the assent of two-thirds (2/3) of the Board.

The members of the corporation were not entitled to vote on the Amendment. The Board of Directors of the Association duly adopted this Amendment in accordance with the above-stated provision. The number of votes cast for the Amendment was sufficient for approval.

THE ASSOCIATION has caused these presents to be executed in its name, this 2nd day of December, 2023.

The Manors at Emerald Island Resort Homeowners' Association, Inc.

By:

Leslie Wilcox
(Sign)

Leslie Wilcox
(Print)

2751 Emerald Island Blvd, Kissimmee FL 34747
(Post Office Address)

President, The Manors at Emerald Island Resort Homeowners' Association, Inc.

Attest:

Dawn Vasquez
(Sign)

Dawn Vasquez
(Print)

2751 Emerald Island Blvd Kissimmee FL 34747
(Post Office Address)

Secretary, The Manors at Emerald Island Resort Homeowners' Association, Inc.

STATE OF FLORIDA
COUNTY OF Osceola

The foregoing instrument was acknowledged before me by means of 2 physical presence or
☐ online notarization, this 2nd day of December, 2023 by
Lester Wilson (Name), as President, and Dawn Vasquez,
as Secretary of The Manors at Emerald Island Resort Homeowners' Association, Inc., a Florida
not for profit corporation, on behalf of the corporation. He/she is personally known to me or has
produced _____ as identification.

Sign

Print

Title/Rank

Serial number, if any

Elizabeth DeHayes
Elizabeth DeHayes

Notary Public

HH041003



Elizabeth DeHayes
Notary Public
State of Florida
Commission #HH041003
Expires 9/9/2024

2023 DEC 03 AM 7:22
STATE
NOTARY
FL

THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC.
A Corporation Not-For-Profit

**RESOLUTION OF THE BOARD OF DIRECTORS
TO AMEND THE ARTICLES OF INCORPORATION OF THE
MANORS AT EMERALD ISLAND RESORT HOMEOWNERS'
ASSOCIATION, INC.**

THE FOLLOWING RESOLUTION IS SUBMITTED TO THE BOARD MEMBERS OF
THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC.,
FOR CONSIDERATION AT A MEETING OF THE BOARD OF DIRECTORS TO BE HELD ON
December 2nd, 2023.

RESOLVED, that the Board of Directors of the Association, by a vote of at least 2/3 of all Board Members, does hereby determine that the proposed ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC. is required to effectuate the better management of the community, and;

IT IS FURTHER:

RESOLVED, that the Board of Directors does hereby, by the assent of 2/3 of the Board, approve the proposed ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC., which shall amend in part the ARTICLES OF INCORPORATION OF THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC., as may have been previously amended from time to time and;

IT IS FURTHER:

RESOLVED, that any documents and actions required to be filed or performed to effectuate this change and adoption of the ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC. by the membership shall be executed with due attention and care by the President of the Association, and attested to by the Secretary of the Association, as soon as possible after this date.

We, the undersigned directors of THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC., certify that the foregoing is a true and correct copy of the Resolution adopted at the meeting of the Board of Directors of the Association held on December 2nd, 2023, which meeting was called after due notice was given and at which meeting a quorum of the Board of Directors was present and that such Resolution was adopted upon a vote of the Board of Directors. We also certify that as of this date, the following are Directors/Officers of this Association and that the signatures set forth are their true signatures.

THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC.

Patricia A. Smith
President/Director

12/2/23
Date

Patricia A. Smith
Vice-President/Director

12/2/23
Date

Patricia A. Smith
Secretary/Director

12/2/23
Date

Patricia A. Smith
Treasurer/Director

12/2/23
Date

Patricia A. Smith
Director

12/2/23
Date

Patricia A. Smith
Director

12/2/23
Date

IN WITNESS WHEREOF, THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC., has caused these presents to be executed in its name, this 2nd day of December, 2023.

THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC.

By: Patricia A. Smith
Secretary

STATE OF FLORIDA
COUNTY OF Osceola

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 2nd day of December, 2023 by Dawn Vasquez, as Secretary of THE MANORS AT EMERALD ISLAND RESORT HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

Elizabeth De Hoyos
Sign

Elizabeth De Hoyos
Print

Notary Public
Title/Rank

HH041003
Serial number, if any



Elizabeth De Hoyos
Notary Public
State of Florida
Commission #HH041003
Expires 5/3/2024