

N03000011005

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C. BRUMBLEY
NOV - 3 2021

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Becker

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November 2, 2021

VIA FEDERAL EXPRESS
Tracking #: 2856 4131 7575

Amendment Section
Division of Corporations
ATTN: Catherine M. Brumbley, Regulatory Specialist II
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2021 NOV - 2 PM 4:10

RE: Bella Collina Property Owner's Association, Inc. – Articles of Amendment
Ref. Number: N03000011005

Dear Ms. Brumbley:

Pursuant to your letter dated September 13, 2021, enclosed please find a revised Articles of Amendment to Articles of Incorporation of Bella Collina Property Owner's Association, Inc., for filing. To ensure that all filing requirements are met, the official Articles of Amendment form from the Florida Department of State Division of Corporations has been used for this submission. You indicated in your letter that you had received the Association's check number 1168 in the amount of \$43.75 and that it would continue to cover the cost of filing the Articles of Amendment and a Certified Copy as long as the submission was received within 60 days of your letter. Accordingly, please file the enclosed Articles of Amendment to Articles of Incorporation of Bella Collina Property Owner's Association, Inc. I have also enclosed a self-addressed stamped envelope to return the certified copy to our office.

We look forward to receiving your letter of confirmation of the filing. Please contact me with any questions or concerns regarding this matter.

Sincerely,



Sara K. Wilson

SKW/

Articles of Amendment
to
Articles of Incorporation
of

BELLA COLLINA PROPERTY OWNER'S ASSOCIATION, INC.

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

N03000011005

(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:

N/A 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)

N/A

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

N/A

**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: N/A

New Registered Office Address: (Florida street address)

N/A 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

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2021 NOV -2 PM 4:12

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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) ☐ Change ☐ Add ☐ Remove	_____	<u>N/A</u> _____ _____ _____	_____ _____ _____
2) ☐ Change ☐ Add ☐ Remove	_____	_____ _____ _____	_____ _____ _____
3) ☐ Change ☐ Add ☐ Remove	_____	_____ _____ _____	_____ _____ _____
4) ☐ Change ☐ Add ☐ Remove	_____	_____ _____ _____	_____ _____ _____
5) ☐ Change ☐ Add ☐ Remove	_____	_____ _____ _____	_____ _____ _____
6) ☐ Change ☐ Add ☐ Remove	_____	_____ _____ _____	_____ _____ _____

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

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

See attached Exhibit "A" for text of amendments to Articles.

✓ 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 October 26, 2021

Signature DK

(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)

Dennis Kelleher

(Typed or printed name of person signing)

.President

(Title of person signing)

EXHIBIT "A"

AMENDMENTS TO ARTICLES OF INCORPORATION OF BELLA COLLINA PROPERTY OWNER'S ASSOCIATION, INC.

1. Article I.6 is amended to read as follows:

6. "Bella Collina Documents" means in the aggregate, the CC&Rs, these Articles, the Bylaws, **rules and regulations, Design Criteria**, the Plat, any Additional Plat, and all of the instruments and documents referred to or incorporated therein including, but not limited to, any "Amendment(s)" and "Supplemental Declaration(s)" (as such terms are defined in the CC&Rs).

2. Article IV.B is amended to read as follows:

B. The Association shall have all of the powers, **including emergency powers**, granted to the Association in the Bella Collina Documents. All of the provision of the CC&Rs and Bylaws which grant powers to the Association are incorporated into these Articles.

3. Article IV.C.12. is deleted in its entirety:

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

* * *

~~12. Notwithstanding anything contained herein to the contrary, the Association shall be required to obtain the approval of three fourths (3/4) of all Members (at a duly called meeting of the Members at which a quorum is present) prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes:~~

~~(a) the collection of Assessments;~~

~~(b) the collection of other charges which Owners are obligated to pay pursuant to the Bella Collina Documents;~~

~~— (c) the enforcement of any applicable use and occupancy restrictions contained in the Bella Collina Documents;~~

~~(d) dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Association Property or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of three fourths (3/4) of the Members); or~~

~~(e) filing a compulsory counterclaim.~~

4. Article V.H is amended to read as follows:

H. There shall be only one (1) vote for each Lot. It there is more than one Member with respect to a Lot as a result of the fee interest in such Lot being held by more than one person, such Members collectively shall be entitled to only one (1) vote. **Voting certificates are not necessary. If a Lot is owned by multiple individuals, such as a husband and wife, any record Owner may vote on behalf of the Lot. If a Lot is owned by a corporation, any officer may vote on behalf of said corporation. If a Lot is owned by a partnership, any general partner may vote on behalf of the partnership. If a Lot is owned in trust, any trustee of a trust shall be entitled to vote. If a Lot is owned by a limited liability company, any member, manager or Officer may vote on behalf of the limited liability company. Any person with apparent authority asserting the right to vote on behalf of a Lot owned by an artificial entity shall be presumed to be entitled to vote on behalf of said Lot, unless the Lot has filed voting instructions with the Association designating some other person entitled to vote or if the Association has reasonable cause to believe such person is not eligible to vote. If multiple Owners or non-individual Owners of a Lot cannot agree on how a vote is to be cast, the vote shall not be counted as to the issue upon which disagreement exists.** The vote of the Owners of a Lot owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Lot, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity ("Voting Member"), and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Secretary of the Association, the vote of such Lot shall not be considered for a quorum or for any other purpose. Notwithstanding the foregoing provisions, whenever any Lot is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a certificate designating a Voting Member is not filed by the husband and wife, the following Provisions shall govern their right to vote:

1. When both are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Lot owned by them. In the event they are unable to concur in their decision upon any topic requiring a vote, they shall lose their right to vote on that topic at that meeting, but shall count for purposes of establishing a quorum.

2. When only one (1) spouse is present at a meeting, the person present may cast the Lot vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of said Lot shall not be considered, but shall count for purposes of establishing a quorum.

3. When neither spouse is present, the person designated in a "Proxy" (as defined in the Bylaws) signed by either spouse may cast the Lot vote, when voting by Proxy is allowed, absent any prior written notice to the contrary to the Association by the other spouse or the designation of a different Proxy by the other spouse. In the event of prior written notice to the contrary to the

~~Association or the designation of a different Proxy by the other spouse, the vote of said Lot shall not be considered, but shall count for purposes of establishing a quorum.~~

No individual may cast a vote assigned to a Lot where the voting rights assigned to the Lot are suspended pursuant to the terms of the Bella Collina Documents and/or Florida law. A voting interest or consent right allocated to a Lot or Member which has been suspended by the Association may not be counted towards the total number of voting interests for any purpose, including, but not limited to, the number of voting interests necessary to constitute a quorum, the number of voting interests required to conduct an election, or the number of voting interests required to approve an action under the Bella Collina Documents and/or Florida law.