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From: RUDEN, MCCLOSKEY, 17 FL ST

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HAMPTON HILLS COMMUNITY ASSOCIATION, INC.

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**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
HAMPTON HILLS COMMUNITY ASSOCIATION, INC.
(A Florida corporation not for profit)**

Pursuant to Chapter 617.1006 of the Florida Not For
Profit Corporation Act

CENTEX HOMES, as Declarant of Hampton Hills, and the incorporator of HAMPTON HILLS COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit ("Association"), does hereby certify under the seal of the Association as follows:

1. The Association was originally incorporated on February 9, 2004, Document Number N04000001346, under Chapter 617 of the laws of the State of Florida.

2. Declarant is desirous of amending the Articles, in accordance with the requirements of Article 13 of the Articles, to add "Condominium Unit" references to be consistent with the Declaration and By-Laws; revise the Class "B" references to be for Condominium Unit Owners; revise the number of Class Memberships from two (2) to three (3); add Class "C" Membership; and amend all original Class "B" references to Class "C."

3. The following Amendment was approved by Declarant and there are no members entitled to vote on the Amendment.

4. The Articles may be amended by an instrument in writing signed by Declarant and filed in the Office of the Secretary of State of the State of Florida.

NOW, THEREFORE, the Articles are hereby amended as follows:

1. Article 6, Members, is hereby revised to read as follows:

Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. There initially shall be ~~two~~three (3) classes of membership, as more fully set forth in the Declaration. The Owner of each Lot or Condominium Unit shall be a member of the Association and shall be entitled to vote as provided in the Declaration and the By-Laws. In addition, Declarant shall be a Member for such period as provided in the Declaration, regardless of whether Declarant owns any Lot or Condominium Unit. Membership in the Association is appurtenant to, and may not be severed from the Condominium Unit or Lot. The rights and obligations of a Member may not be assigned or delegated except as provided in the Declaration, these Articles of Incorporation, or the By-Laws of the Association, and shall automatically pass to the successor-in-interest of any Owner upon conveyance of such Owner's interest in the Lot or Condominium Unit.

Change of an Owner's membership in the Association shall be established by recording in the Public Records of the County, a deed or other instrument establishing record title to a Lot or Condominium Unit. Upon such recordation, the Owner designated by such instrument shall become a member of the Association and the membership of the prior Owner shall terminate.

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2. Article 11, Indemnification, Section (b) Approval, is hereby revised to read as follows:

Article 11. Indemnification.

(b) Approval. Any indemnification under paragraph (a) above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper under the circumstances because the person requesting indemnification has met the applicable standard of conduct set forth in paragraph (a) above. Such determination shall be made (i) by majority vote of the members of the Board who were not parties to such action, suit, or proceeding, if sufficient to constitute a quorum, or (ii) if a quorum of the Board is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, in a written opinion rendered by independent legal counsel engaged by the Association, or (iii) by a majority vote of the Class "A" and Class "B" Members and the consent of the Class "BC" Member, during the Development and Sale Period.

3. Article 13, Amendments, is hereby revised to read as follows:

Article 13. Amendments. Until termination of the Class "BC" membership, Declarant may unilaterally amend these Articles for any purpose, except that if the U.S. Department of Housing and Urban Development ("HUD") or the U.S. Department of Veterans Affairs ("VA") has granted project approval for FHA-insured or VA-guaranteed Mortgages on Lots and Condominium Units, then any amendment shall require the approval of at least 67% of the Class "A" and Class "B" Members and the written consent of the Class "BC" Member. If HUD or VA has not granted project approval then, after termination of the Class "BC" Control Period, amendments to these Articles may be adopted upon a resolution of the Board and the affirmative vote or written consent of Members representing at least 67% of the Class "A and Class "B" votes in the Association. No amendment may be in conflict with the Declaration.

4. Article 13, Dissolution, is hereby revised to read as follows:

Article 14. Dissolution. The Association may be dissolved only upon (a) a resolution duly adopted by the Board, and (b) the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Lots and Condominium Units, and (c) so long as Declarant or any Declarant Affiliate owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration, the consent of Declarant. Upon dissolution of the Association, if VA is guaranteeing or HUD is insuring the Mortgage on any Lot or Condominium Unit, then unless otherwise agreed to in writing by HUD or VA, any remaining real property of the Association shall be dedicated to an appropriate public agency or conveyed to a non-profit organization to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. Such requirement shall not apply if VA is not guaranteeing and HUD is not insuring any Mortgage; provided, if either agency has granted project approval for the Community, then HUD and/or VA shall be notified of such dissolution.

5. Article 15, HUD/VA Approval, is hereby revised to read as follows:

Article 15. HUD/VA Approval. As long as Declarant has the right to appoint and remove the directors and officers of the Association as provided in the By-Laws, the following actions shall require the prior approval of the VA or HUD, if either agency has granted project approval for the guaranteeing or insuring of Mortgages on Lots and Condominium Units; annexation of additional property to the development, except for annexation by Declarant in accordance with Section 9.1 of the Declaration pursuant to a plan of annexation previously approved by VA and/or HUD, as applicable; mergers, consolidations, or dissolution of the Association; mortgaging of Common Area; dedication of Common Area to any public entity; and amendment of these Articles.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by Declarant and Association this 20 day of ~~November~~, 2005.
December

WITNESSES:

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION, a Nevada corporation, Its: Managing General Partner

Benjamin Miller
Print Name: Benjamin Miller

By: *David E. Abrams*
DAVID E. ABRAMS, Division President
Southeast Florida Division

Enka Etchison
Print Name: Enka Etchison

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by DAVID E. ABRAMS, as Division President of CENTEX REAL ESTATE CORPORATION, a Nevada corporation, as the managing general partner of CENTEX HOMES, a Nevada general partnership, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of ~~November~~, 2005.
December

My Commission Expires:



Enka Etchison
Notary Public
Enka Etchison

Typed, printed or stamped name of Notary Public