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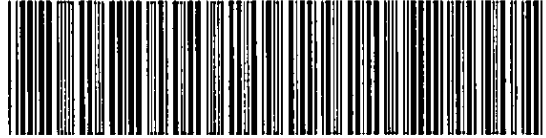
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NOV 14 2020

2020 OCT -7 PM 12:01

2020 OCT -7 PM 12:02

Handwritten signature

Marielle E. Westerman
Shareholder
Phone: (813) 527-3906 Fax: (813) 286-7683
mwesterman@beckerlawyers.com

Becker

Becker & Poliakoff
Tower Place
1511 N. Westshore Blvd., Suite 1000
Tampa, Florida 33607

October 2, 2020

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation – Sunset Point Town Homes
Condominium Association, Inc. / Document Number N04000001522
Client/Matter No. S27755/402023

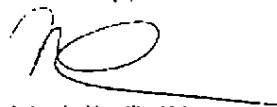
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation for the above-referenced Association. A check for \$35.00 is also enclosed for the filing fee.

Please file and return a copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



Marielle E. Westerman
For the Firm

MEW/ns

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SUNSET POINT TOWN HOMES CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: N04000001522

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

Please return all correspondence concerning this matter to the following:

Marielle Westerman, Esq.

(Name of Contact Person)

Becker & Poliakoff, PA

(Firm/ Company)

1511 N. Westshore Blvd., Suite 1000

(Address)

Tampa, FL 33607

(City/ State and Zip Code)

mwesterman@beckerlawyers.com

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

For further information concerning this matter, please call:

Marielle Westerman, Esq.

813

527-3900

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
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

SUNSET POINT TOWN HOMES CONDOMINIUM ASSOCIATION, INC.

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

N04000001522

(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:

_____ *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**)*

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

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: _____

(Florida street address)

New Registered Office Address: _____

(City)

_____, Florida

(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

2020 OCT -7 PM 12:02

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> 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) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

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

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

See attached.

The date of each amendment(s) adoption: September 10, 2020 and continued on September 17, 2020, if other than the date this document was signed.

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

☒ 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 27 Sept 2020

Signature Karen Walby
(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)

KAREN WALBY
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

Additions indicated by double-underlining.

Deletions indicated by ~~strikeout~~.

Amendment No. 1: Amendment to first paragraph of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

~~The undersigned Subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to Chapters 617 and 718 of the Florida Statutes and hereby adopt the following Articles of Incorporation:~~

The following Amended and Restated Articles of Incorporation shall supersede and take the place of those Articles of Incorporation dated January 26, 2004:

Amendment No. 2: Amendment to Article I of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the corporation shall be SUNSET POINT TOWN HOMES CONDOMINIUM ASSOCIATION, INC. (the "Association"), a Florida not-for-profit corporation, whose mailing address and principal office is ~~1421 Court Street, Ste. B, Clearwater, FL 33756~~ 1124 Sunset Point Road, Clearwater, FL 33755. The address of the Association may be changed by the Board of Directors without amendment to these Articles.

Amendment No. 3: Amendment to Article II of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE II
PURPOSE

The purpose and objects of the Association shall be to administer, operate and manage SUNSET POINT TOWN HOMES located in Pinellas County, Florida (the "Condominium"), a condominium, ~~project to be established~~ in accordance with the Condominium Act of the State of Florida (the "Condominium Act") and to undertake the performance of the acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, as amended, and in the Declaration of Condominium, (the "Declaration"), as amended, which ~~will~~ was ~~be~~ recorded in the Public Records of Pinellas County, Florida, at the time the property referred to in the Declaration and the improvements now or hereafter situate thereon ~~are were~~ submitted to a plan of condominium ownership, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, referred to in the Declaration and the improvements thereon, whether real or personal, as may be necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

Amendment No. 4: Amendment to Article III of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE III
POWERS

The powers of the Association shall be governed by the following provisions:

1. Except as may be limited by these Articles of Incorporation, as amended, the Declaration and its amendments, and the Condominium Act, the Association shall have all of the common law and statutory powers and privileges of a corporation not-for-profit.

2. The Association shall have all of the powers and duties set forth in the Condominium Act and all powers and duties reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(a) To make and amend reasonable rules and regulations governing the use of Condominium Units, Common Elements and Limited Common Elements, if any, in the Condominium, as said terms are defined in the Declaration.

(b) To levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium as may be provided in the Declaration, as amended, and in the Bylaws of the Association ~~which may be hereafter adopted, as amended~~, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Condominium Units in the Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

(c) To maintain, repair, replace, operate and manage the Condominium and the property comprising the same, including the right to (i) enter the Units during reasonable hours, when necessary for the maintenance, repair or replacement of any common elements or for making emergency repairs necessary to prevent damage to the Common Elements or another Unit or Units and (ii) reconstruct improvements after casualty and (iii) make further improvement of the Condominium property.

(d) To contract for the management of the Condominium and of any facilities used by the Unit Owners and to delegate to such contractor all duties of the Association, except those which the Condominium Act prohibits being delegated and those which may be required by the Declaration to have approval of the Board of Administration or of the members of the Association.

(e) To enforce the Condominium Act, the provisions of the Declaration, as amended, these Articles of Incorporation, as amended the Bylaws of the Association, as amended ~~which may be hereafter adopted~~, and the rules and regulations governing the use of the Condominium ~~as the same may hereafter be established~~.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon, the Association, pursuant to the Declaration, as amended.

(g) To execute contracts, deeds, mortgages, leases and other instruments by its officers, and to acquire, own, convey, lease and encumber real and personal property including without limitation Units in the condominium.

(h) To institute legal proceedings to protect any rights of the Association or the Condominium Unit Owners as a group and to settle such suit as it deems in the best interests of the Association or Condominium Unit Owners without obtaining the approval of the Condominium Unit Owners to such settlement unless such approval is specifically required by the Bylaws, as amended.

(i) To obtain and maintain adequate hazard and liability insurance to protect the Association and the Common Elements.

(j) To employ personnel to perform the services required for proper operation of the Condominium.

(k) To borrow money on behalf of the Association when required, ~~provided, however, that (i) for the borrowing of any sum in excess of Twenty Thousand Dollars (\$20,000.00) it shall be required that the consent of at least two-thirds (2/3rds) of the voting members is obtained at a meeting duly called and held for such purpose in accordance with the provisions of the Bylaws; (ii) a~~ No lien to secure repayment of any sum borrowed may be created on any Unit without the consent of the Owner of such Unit.

(l) To grant, modify or move any easement which constitutes part of or crosses the Common Elements, without the joinder of any Unit Owner being required for such purpose.

(m) To pay all ~~local~~ taxes that may be assessed by the ~~City of Clearwater~~ any governmental entity against the common elements of the condominium, if any.

Amendment No. 5: Amendment to Article IV of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE IV MEMBERS AND QUORUM

The qualification of the members of the Association, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. Owners of all Condominium Units in the Condominium shall automatically and mandatorily become members of the Association and no other persons or entities shall be entitled to membership, except as ~~provided in paragraph b of Article IV~~ as otherwise provided herein.

2. Membership in the Association shall be established by the acquisition of a fee title or fee ownership interest in a Condominium Unit in the Condominium, whether by conveyance, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his or her being divested of all title to, or his or her entire fee ownership in, any Condominium Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more Condominium Units, so long as such party shall retain fee title to, or fee ownership interest in, any Condominium Unit.

3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her Condominium Unit. The funds and assets of the Association shall be subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each Condominium Unit in the Condominium. The votes cast by the owner or owners of each Condominium Unit shall be cast in such manner as may be provided in the Bylaws of the Association, as amended hereafter adopted by the Association. Should any member own more than one Condominium Unit, such member shall be entitled to exercise or cast one vote for each Condominium Unit he or she owns in the manner provided by the Bylaws.

5. ~~Until such time as the Condominium is submitted to condominium ownership by the recordation of the Declaration, the membership of the Association shall be comprised of the Subscribers to these Articles of Incorporation, and in the event of the resignation or termination of any Subscriber as a member of the Association, the remaining Subscribers may nominate and designate a successor member. Each of the Subscribers shall be entitled to cast one vote on all matters on which the membership be entitled to vote. Upon submission of the Condominium property to condominium ownership by recordation of the Declaration, the Subscribers' rights and interests as members of the Association shall automatically terminate; and the Condominium Unit owners within the Condominium, which shall mean in the first instance the Developer as the owner of all Condominium Units, shall be entitled to exercise all of the rights and privileges of membership in the Association. This section intentionally left blank.~~

6. The presence at a meeting of persons entitled to cast a majority of the votes of the members shall constitute a quorum at a meeting of the members. If a quorum is present, the acts approved by a majority of those present at the meeting and entitled to vote upon the subject matter shall constitute the acts of the members.

Amendment No. 6: Amendment to Article VI of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE VI
MANAGEMENT OF ASSOCIATION AND OFFICERS

The affairs of the Association shall be managed by its Board of Administration, who may delegate certain or all such duties to the officers of the Association which officers shall include a President, a Vice President, a Secretary and a Treasurer, and such additional Vice Presidents,

Assistant Secretaries and Assistant Treasurers as the Board of Administration may designate from time to time. ~~All of the officers of the Association~~ The President shall be elected from the membership of the Board of Administration ~~but no other officer need be a member of the Board of Administration.~~ Any person may hold two offices, the duties of which are not incompatible. The Board of Administration or the President, with the approval of the Board of Administration, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or the Board of Administration or an officer of the Association, as the case may be. ~~The officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:~~

<u>NAME</u>	<u>OFFICE</u>
<u>Michael Drazkowski</u>	<u>President/Treasurer</u>
<u>Thomas G. Hersem</u>	<u>Vice President</u>
<u>Miriam L. Heater</u>	<u>Secretary</u>

Amendment No. 7: Amendment to Article VII of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE VII ASSOCIATION CONTROL

~~The number of members of the first Board of Administration ("Directors") of the Association shall be three; on the Board of Administration ("Directors") of the Association shall be as set forth in the Bylaws, as amended, but shall never be less than three. The number of Directors on succeeding Boards of Administration shall be not less than three (3) and may be increased from time to time as determined by the Bylaws, as amended. The Directors shall be elected by the members of the Association at the Annual Meeting of the membership as provided by the Bylaws of the Association, as amended, subject to the following rights of the Developer:~~

~~1. So long as All Around Your Home, Inc., (hereinafter referred to as the "Developer") owns any Condominium Unit in the Condominium, the Developer shall have the right to elect the entire Board of Administration of the Association.~~

~~a. When Unit Owners other than the Developer own fifteen percent (15%) of the Units contemplated in the Condominium, the Unit Owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Administration of the Association.~~

~~B. Unit Owners other than the Developer shall be entitled to elect a majority of the members of the Board of Administration on the earliest of the following: (i) three (3) years after fifty percent (50%) of the Units to be ultimately operated by the Association have been conveyed by the Developer to Purchasers or (ii) three (3) months after ninety percent (90%) of the Units to be ultimately operated by the Association have been conveyed by the Developer to Purchasers, or (iii) when all of the Units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale~~

by the Developer in the ordinary course of business, or (iv) when some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, whichever shall first occur, or (v) seven years after the recordation of the Declaration of Condominium;

~~C. The Developer shall be entitled to elect not less than one (1) member of the Board of Administration so long as the Developer holds for sale in the ordinary course of business at least five percent of the total Units to be operated by the Association.~~

~~Within seventy five (75) days after Unit Owners other than the Developer are entitled to elect a member or members of the Board of Administration of the Association the Association shall call an () give not less than sixty (60) days notice of a meeting of the unit Owners for this purpose. Such meeting may be called and the notice given by any Unit Owner if the Association fails to do so.~~

~~2. While the Developer owns any Units in the Condominium, none of the following actions may be taken without approval in writing by the Developer:~~

~~a. Assessment of the Developer as a Unit Owner for Capital improvements;~~

~~b. Any action by the Association that would be detrimental to the sales of Units by the Developer.~~

~~Without limiting the generality of the foregoing, no amendment to these Articles, the Declaration of Condominium, the Bylaws or any other condominium document shall be adopted which in any way shall limit the complete and absolute right of the Developer to determine, at its sole discretion, to whom and on what terms and conditions a Unit is to be sold and to make such sale and thereafter convey the Unit without procuring the approval of (a) this Association or its Officers or Board of Administration; or (b) the members of this Association or the owners of the Condominium Units; or (c) any parties whomsoever. The rights reserved to the Developer under this Article VII (2) shall only apply to units owned by the Developer.~~

~~3. The qualifications for membership in the Board of Directors and the manner in which vacancies in the Board shall be filled shall be as set forth in the Bylaws of the Association, subject however to (i) the right of the Developer to elect such persons as it may deem appropriate to the Board of Administration, which persons need not be Unit Owners or meet any other qualification for membership on the Board of Directors which may not otherwise be established in the Bylaws and (ii) the right of the Developer to fill any vacancy created in the Board of Administration by the death, resignation or removal of a Director elected by the Developer with another Director elected by the Developer, unless such resignation is for purposes of turning over control of the Association to the Unit Owners pursuant to the provisions of Section 4 of this Article VII.~~

~~4. At the time the unit owners, other than the Developer, elect a majority of the member of the Board of Administration, the Developer shall relinquish Control of the Association and the Unit Owners shall accept control. At such time, the Developer shall deliver to the Association those items specifically enumerated in Section 718.301(4) of the Florida Statutes, excluding item (c) which the Developer shall deliver not more than ninety (90) days thereafter.~~

Amendment No. 8: Amendment to Article VIII of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE VIII
BOARD OF ADMINISTRATION

~~The names and post office addresses of the Board of Administration, who, subject to the provisions of these Articles of Incorporation, the Bylaws and the laws of the State of Florida, shall hold office for the first year of the Association's existence or until their successors are elected and have qualified, are as follows:~~

<u>NAME</u>	<u>ADDRESS</u>
Michael Drazkowski	1421 Court St., Ste. B Clearwater, FL 33756
Thomas G. Hersen	1421 Court St., Ste. B Clearwater, FL 33756
Miriam Heater	1421 Court St., Ste. B Clearwater, FL 33756

The Board of Administration shall manage the affairs of the Association in a manner consistent with the provisions of the Declaration of Condominium, as amended, the Bylaws, as amended, and these Articles of Incorporation, as amended.

Amendment No. 9: Amendment to Article X of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE X
BYLAWS

The initial Bylaws of the Association were those annexed to the Declaration of Condominium ~~to be made by the Developer of the Condominium and to be recorded among the Public Records of Pinellas County, Florida.~~ Such Bylaws, subject to the provisions herein and therein contained, may be altered, amended or added to in the manner provided by such Bylaws and in accordance with the requirements of Chapters 617 and 718, Florida Statutes.

Amendment No. 10: Amendment to Article XI of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE XI
INDEMNIFICATION

Every member of the Board of Administration and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon, him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being

or having been a member of the Board of Administration or an officer of the Association, whether or not ~~he~~ he or she is a member of the Board of Administration or an officer at the time such expenses are incurred, except in such cases wherein the member of the Board of Administration or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. In the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the member of the Board of Administration or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Administration approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the Board of Administration or officer may be entitled.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association on behalf of the director, officer, employee or agent in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Administration in the specific case, upon receipt of an undertaking by or on behalf of said director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Amendment No. 11: Amendment to Article XII of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE XII
AMENDMENTS

An amendment or amendments to these Articles of Incorporation, as amended, may be proposed by the Board of Administration of the Association acting upon a vote of the majority of the Directors, or by members of the Association owning a majority of the Condominium Units in the Condominium, whether meeting as members, or by instrument in writing signed by them. Upon any amendment, or amendments to these Articles of Incorporation, as amended, being proposed by said Board of Administration or Association members, such proposed amendment or amendments shall be transmitted to the President of the Association or in the absence of the President, to any other officer of the Association, who shall call a Special Meeting of the members of the Association for a date no sooner than fourteen (14) days, nor later than forty-five (45) days from the receipt by him or her of ~~the~~ proposed amendment or amendments.

It shall be the duty of the Secretary to give each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form. The notice shall be posted in a conspicuous place on the Condominium property and be mailed or presented personally to each member not less than fourteen (14) days, nor more than forty-five (45) days, before the date set for such meeting. If mailed, said notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the holding of the meeting shall be deemed equivalent to the giving of such notice to such member.

At such meeting, the amendments proposed must be approved by an affirmative vote of at least a majority of the members of the Association present (in person or by proxy and voting at a duly noticed meeting at which a quorum has been attained, or by the written agreement of at least a majority of the entire membership, the members representing not less than seventy-five percent (75%) of the Association membership in order for such amendment or amendments to become effective. At any meeting held to consider such amendments of these Articles of Incorporation, as amended, the written vote of any member of the Association shall be recognized if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting. If an amendment is approved, such amendment or amendments of these Articles of Incorporation, as amended, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State, State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Pinellas County, Florida, within thirty (30) days from the date on which the same are so registered.

~~Notwithstanding the foregoing provisions of this Article XII, no amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of the Developer (including the right to designate and select Directors as provided in Article VII hereof) may be adopted or become effective without the prior written consent of the Developer.~~

No amendment to these Articles of Incorporation shall be adopted which would operate to prejudice or impair the rights or privileges of any institutional first mortgagee as such rights and privileges have been established in the Declaration.

Amendment No. 12: Amendment to Article XIII of the Articles as set forth below is hereby amended as set forth below and shall provide as follows:

ARTICLE XIII
REGISTERED OFFICE AND AGENT

~~The initial registered office of this Corporation shall be at 6014 US Hwy 19, Suite 100, New Port Richey, FL 34652 1421 Court Street, Clearwater, Florida 33756 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Thomas G. Hersem, Attorney at Law. The Registered Agent is Helen Kelley, c/o Creative Management, set forth in the Association's annual report filed with the Florida Secretary of State.~~

IN WITNESS WHEREOF, the Incorporator Association has hereunto, by and through its duly appointed President, and attested to by its duly appointed Secretary, does execute and affix its set his hand and seal this _____ day of _____, 2020.