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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Plaza Tower Master Association, Inc.

**DOCUMENT NUMBER:** N05000003831

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

Please return all correspondence concerning this matter to the following:

Jason E. Merritt

\_\_\_\_\_  
(Name of Contact Person)

Hopping Green & Sams, P.A.

\_\_\_\_\_  
(Firm/ Company)

119 South Monroe Street, Suite 300

\_\_\_\_\_  
(Address)

Tallahassee, FL 32310

\_\_\_\_\_  
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Jason E. Merritt

850-222-7500

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:

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**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Articles of Amendment  
to  
Articles of Incorporation of  
Plaza Tower Master Association, Inc.  
(Document No. N05000003831)**

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Pursuant to the provisions of Section 617.1006, Florida Statutes, Plaza Tower Master Association, Inc., a Florida not for profit corporation (hereinafter, the "Master Association"), adopts the following amendments to its Articles of Incorporation:

**FIRST AMENDMENT<sup>1</sup>**

Article 2, entitled "Purposes and Powers," of the Master Association's Articles of Incorporation are hereby amended to read as follows:

**Article 2  
PURPOSES AND POWERS**

The objects and purposes of the Master Association are those objects and purposes as are authorized by the Master Covenants. The further objects and purposes of the Master Association are to preserve the values and amenities of the condominium units and any other parcels which are now or hereafter developed within the properties which are subjected to the Master Covenants (hereinafter referred to as the "Properties") and to maintain the Common Areas for the benefit of the Members of the Master Association.

The Master Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Master Association shall have the power to contract for the management of the Master Association and to delegate to the party with whom such contract has been entered into ~~(which may be an affiliate of Klean Plaza, LLLP, a Florida limited liability limited partnership (the "Declarant"))~~ the power and duties of the Master Association, except those which require specific approval of the Board or the Members.

The Master Association shall have all the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Master Covenants. The Master Association shall also have all of the powers necessary to

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<sup>1</sup> Additions to existing language of the Articles of Incorporation made by these Articles of Amendment are double underlined while deletions of the existing language are ~~stricken through~~.

exercise all of the Master Association's rights and privileges, to perform all of its duties and obligations and to otherwise implement the purposes of the Master Association as set forth in the Master Covenants. The Master Association shall further have all of the powers necessary to provide for the common good, health, safety and general welfare of all of the Owners.

The Master Association shall also have the powers and the obligation to perpetually own, operate, maintain, replace, if necessary, the Surface Water Management System, if any.

The foregoing statement of purposes shall be construed as a statement both of purpose and of powers, and such purposes and powers shall not be limited or restricted by reference to inference from the terms or provisions of any other clause or statement, but shall be broadly construed as independent purposes and powers.

## **SECOND AMENDMENT**

Section 3.02, entitled "Member's Voting Rights," is hereby amended to read as follows:

3.02 Member's Voting Rights. Except as provided in subsection (c), below, on all matters upon which the Members shall be entitled or required to vote, each Member shall have the following number of votes:

- (a) The Condominium Association Member shall have ten (10) votes. The Condominium Association Member shall cast its votes in the manner provided in the By-Laws.
- (b) Except as provided in subsection (c) below, each Owner of a Commercial Parcel, including the Owner of the Restaurant Parcel, shall have one (1) vote for each such Commercial Parcel owned by said Owner, except that the Owner of the ~~Restaurant-Commercial~~ Parcel 7 shall have ~~two~~four (24) votes.
- (c) The Declarant shall have twenty four (24) votes, for so long as the Declarant is the Class B Member.

## **THIRD AMENDMENT**

Section 5.03, entitled "Appointment of Directors," is hereby amended to read as follows:

5.03 Appointment of Directors. The Directors shall be elected or appointed as follows:

- (a) The Declarant shall have the right to appoint all of the Directors of the Master Association until termination of the Class B Membership, as provided in the Master Covenants.
- (b) Upon termination of the Class B Membership, the Condominium Association shall be entitled to elect or appoint two (2) directors, the Owner of the Restaurant Parcel shall be entitled to appoint one (1) director and the ~~Owner's~~Owners of the other Commercial Parcels shall be entitled to elect or appoint a total of two (2) directors.

#### **FOURTH AMENDMENT**

Section 5.06, entitled "Vacancies," is hereby amended to read as follows:

5.06 Vacancies. ~~A director elected or appointed by the Declarant or any other Voting Member may only be removed by the Declarant, and any vacancy on the Board shall be filled by the Declarant or other Member that elected or appointed the resigning or removed director.~~Directors may be removed from the Board in the manner provided by the By-Laws. Vacancies on the Board shall be filled in the manner provided by the By-Laws.

#### **FIFTH AMENDMENT**

Article 11, entitled "Office," is hereby amended to read as follows:

##### **Article 11** **OFFICE**

The principal office and mailing address of the Master Association shall be at ~~1200 Brickell Avenue, Suite 1720, Miami, Florida 33131~~300 South Duval Street, Tallahassee, Florida 32301, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Master Association shall be kept at its principal office or at such other place as may be permitted by Florida law.

[Intentionally Blank]

### ADOPTION OF AMENDMENTS

The amendments contained in the foregoing Articles of Amendment were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

Dated: MARCH 27, 2018

**PLAZA TOWER MASTER ASSOCIATION,  
INC.**, a Florida not-for-profit corporation

By: Robert Ship  
Robert Ship, President

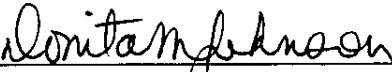
[Signature Page to Articles of Amendment to Articles of Incorporation]

## JOINDER AND CONSENT OF DECLARANT

The undersigned, solely in its capacity as Declarant under the terms of that certain Declaration of Covenants, Restrictions and Reciprocal Easements recorded in Official Records Book 3980, Page 1630, of the public records of Leon County, Florida, and in accordance with the provisions of Section 8.02 of the Articles of Incorporation of the Master Association, joins in the execution of these Articles of Amendment to Articles of Incorporation of Plaza Tower Master Association, Inc. (Document No. N05000003831), for the purpose of evidencing its consent hereto.

**300 SOUTH DUVAL ASSOCIATES,  
LLC**, a Delaware limited liability company

By: The Union Labor Life Insurance  
Company, a Maryland corporation  
As its: Member/Manager

By:   
Print Name: **Donita M Johnson**  
As its: **Vice President**