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VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION

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December 27, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, I
3634 GAVIOTA DR
RUSKIN, FL 33573

SUBJECT: VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.
REF: N05000004535

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

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Annette Ramsey
Regulatory Specialist II

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

**VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation not for profit**

The undersigned secretary of Villa D'Este at Cypress Creek Homeowners Association, Inc. (Association) hereby certifies that the following amendments to the Articles of Incorporation of the Association are duly adopted by the directors of the Association, effective January 1, 2007.

FIRST: ARTICLE III, PURPOSE is deleted in its entirety and replaced with the following:

The Association is a Florida corporation not for profit and is formed for the purpose of providing for the maintenance, preservation and architectural control of all common areas and other residence lots within the property described in the Declaration of Covenants, Conditions and Restrictions of Villa D'Este at Cypress Creek recorded in Official Records Book 16600 at Page 830 (Declaration) of the Public Records of Hillsborough County, Florida, and any Additional Property described in the Declaration (Property), and lawful and authorized purpose under the laws of Florida.

SECOND: ARTICLE IV, POWERS, sub-paragraph (a) is deleted in its entirety and replaced with the following:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of the Association as set forth herein and in the Declaration, as the same may be amended from time to time with said Declaration being incorporated herein as if set forth in its entirety;

THIRD: The following is added to ARTICLE IV, POWERS:

(k) Conflict. In the event of any conflict between the terms of these Articles of Incorporation and the Declaration, the terms of the Declaration shall prevail.

FOURTH: ARTICLE V, MEMBERSHIP is deleted in its entirety and replaced with the following:

Every record Owner of a Lot is a Member of the Association. If title to a Lot is held by more than one person, each such person is a Member. An Owner of more than one Lot is entitled to one membership for each Lot owned. In no event shall more than one vote be cast with respect to any Lot. Each membership is appurtenant to the Lot upon which it is based and it is transferred automatically by conveyance of title to that Lot and may not be separated from ownership of a Lot. No person except an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by transfer of title to a Lot. An Owner who is a contract seller may assign such Owner's membership and voting rights to such Owner's vendee in possession.

FIFTH: ARTICLE VI, VOTING RIGHTS is eliminated in its entirety and replaced with the following:

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners of Lots, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned.

Class B. The Class B member shall be the Declarant, and shall be entitled to nine (9) votes for each lot owned. The Class B membership shall cease and be converted to Class A, membership on the happening of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; provided, however, that Class B voting rights shall be restored upon an annexation or annexations of Additional Property by Declarant, when, as a result of such annexation there would have been no such conversion due to the number of Lots and Designated Attached Residential Parcels owned by Declarant; or

(b) on the anniversary date twenty (20) years from the date when the first Lot is conveyed to an individual purchaser; or

(c) on a date when Declarant shall record a notice terminating its Class B membership status.

Notwithstanding the foregoing, Declarant reserves the right to appoint two-thirds (2/3) of the members of the Board for a period ending on the date ninety percent (90%) of the net developable acreage within the Properties has been conveyed to third parties (other than a successor Declarant).

SIXTH: ARTICLE VII, BOARD OF DIRECTORS is deleted in its entirety and replaced with the following:

Section 1. Number. The affairs of this Association shall be managed by an initial board of three (3) directors, consisting of Michael L. Miller, Judy Garrett, and Michael L. Miller. Thereafter the Board shall consist of at least three (3) members. Notwithstanding the foregoing, the Declarant under the Declaration shall have the right to appoint two-thirds (2/3) of the members of the Board for a period of twenty (20) years following the date the Declaration is recorded or for a period ending on the date ninety percent (90%) of the net developable acreage with the Properties has been conveyed to third parties (other than a successor Declarant), whichever occurs first.

Section 2. Term of Office. The term of office for all directors is one year. The initial directors of the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting.

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Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of each voting class of the members of the Association in accordance with the requirements of Chapter 720 of the Florida Statutes. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired terms of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

SEVENTH: The date of the amendment's adoption is December 24, 2007.

EIGHTH: Adoption of Amendments:

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Signed this 24th day of December, 2007.


MICHAEL L. MILLER, President

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