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COR AMND/RESTATE/CORRECT OR O/D RESIGN
SAN SIMEON PHASE 1 RESIDENTS' ASSOCIATION, INC.

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This Instrument Prepared By:
Richard A. Weller, Esq.
Najmy Thompson, P.L.
1401 8th Avenue West
Bradenton, Florida 34205

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
SAN SIMEON PHASE 1 RESIDENTS' ASSOCIATION, INC.
DOCUMENT NUMBER OF CORPORATION: N05000010244**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The Declaration of Restrictions and Protective Covenants for San Simeon Phase 1 (the "Declaration") was recorded as Instrument Number 200600039330, in the Public Records of Lee County, Florida. The Articles of Incorporation for San Simeon Phase 1 Residents' Association, Inc., were recorded as an Exhibit to the Declaration, and were also filed with the state on October 4, 2005.

Pursuant to provisions of section 617.1006, *Florida Statutes*, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

1. The Articles of Incorporation have been amended as set forth on attached Exhibit "A".
2. The date of adoption of the amendments and consent by the Board of Directors was the 17th day of May, 2012. No members are entitled to vote on the attached amendment to the Articles of Incorporation.
3. Article XIII of the Articles of Incorporation allow the Developer to unilaterally amend the Articles for so long as Developer has the right to appoint Directors to the Board. At the time of the adoption of the amendment, the Developer is entitled to appoint the Board of Directors.

[Signatures on following page]

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CERTIFICATE OF AMENDMENT

The Developer does hereby certify that the attached Amendment to the Articles of Incorporation was adopted pursuant to Article XIII of the Articles of Incorporation, in a manner consistent with Florida law. The Association indicates its joinder and consent below.

IN WITNESS WHEREOF, Developer has executed this instrument this 17th day of May, 2012.

SIGNATURE WITNESSED BY:

Print Name: Troy E. Simpson

Print Name: Bryon T. LoPreste

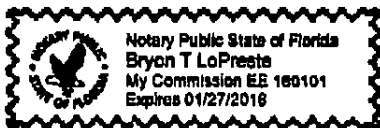
DEVELOPER:

KC SAN SIMEON LLC

By: [Signature]
Print Name and Title: JAMES P. HAAVEN
VICE PRESIDENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of MAY, 2012, by JAMES P. HAAVEN. He/She is personally known to me or has produced _____ as proof of identification.



[Signature]
Notary Public

SIGNATURE WITNESSED BY:

Print Name: Troy E. Simpson

Print Name: Bryon T. LoPreste

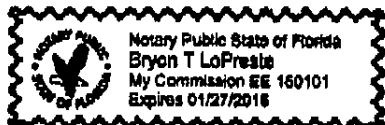
JOINED BY:

**SAN SIMEON PHASE 1
RESIDENTS' ASSOCIATION, INC.**

By: [Signature]
Print Name: David B. Langhour as President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of MAY, 2012, by DAVID B. LANGHOUR as PRESIDENT of San Simeon Phase 1 Residents' Association, Inc., on behalf of the corporation. He/She is personally known to me or has produced _____ as proof of identification.



[Signature]
Notary Public

FAX AUDIT NUMBER:

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Exhibit "A"
Amendment to Articles of Incorporation of
San Simeon Phase 1 Residents' Association, Inc.
Document No. N05000010244

Amendment to Article VII
(Strike-Through text indicate deletions; underlined text indicates additions)

As long as the Developer shall have the right to appoint the Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the Members shall elect five (5) ~~seven (7)~~ Directors and the term of office of the three elected Directors receiving the highest plurality of votes shall be established at two (2) years, with the other two (2) elected Directors to serve for a term of one (1) year. After the turnover election, a majority of the membership may alter the number of directors, provided such alteration does not reduce the term of any duly elected board member. However the number of Directors shall not be less than three (3), and shall not exceed five (5).

Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor director may be appointed, at any time by the Class B Member.