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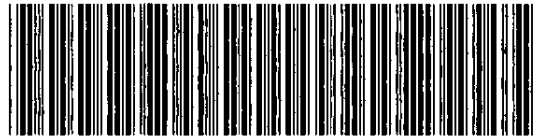
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DIVISION OF CORPORATIONS
08 SEP 18 PM 3:04

Amend
1a 9/19/08



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 9, 2008

JOHN H. EDEN, IV., P.A.
P.O. BOX 2755
INVERNESS, FL 34451-2755

SUBJECT: SOUTHERN PINES PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: N06000000349

9/17/08
Irene,
O.K. Document
revised as requested
and enclosed!
Thanks,
JHE

We have received your document for SOUTHERN PINES PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 908A00049379

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DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTHERN PINES PROPERTY OWNERS ASSOCIATION, INC.**

Pursuant to the provision of Section 617.1006, Florida Statutes, this Florida Not-For-Profit Corporation, adopts the following amendments to its' Articles of Incorporation, and does hereby certify that the Articles of Incorporation are hereby amended in their entirety as follows:

ARTICLE I

The name of the corporation is **SOUTHERN PINES PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 151 East Highland Blvd., Inverness, FL 34452.

ARTICLE III

JOHN H. EDEN IV, whose address is 151 East Highland Blvd., Inverness, FL 34452, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within those certain tracts of property described in the subdivision

plats known as Southern Pines Unit I, recorded in Plat Book 17, Page 122, and Southern Pines Unit II, recorded in Plat Book 18, Page 92 & 93, both in the public records of Citrus County, Florida, and to promote health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Protective Covenants and Restrictions, hereinafter called the "Declaration", applicable to the Residential Property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Citrus County, at Official Records Book ____, Page ____, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;
- (g) Operation and Maintenance of Surface Water and Stormwater Management and Drainage System per the

following terms and standards:

(1) Definitions:

A. The Southern Pines Surface and Stormwater Drainage System shall be as defined by SWFWMD Permit No. 0138177-024-DS/C, as amended, from time to time;

B. The term "District" shall mean the South West Florida Water Management District, a political body of the State of Florida.

C. The term "Association" means the SOUTHERN PINES PROPERTY OWNERS ASSOCIATION, INC.;

D. The terms defined Part IV, Chapter 373, Laws of Florida and Rule 40D-4.021 F.A.C. and Rule 40D-40.021 F.A.C. are incorporated herein by reference;

(2) Surface Water Management System Facility Operation and Maintenance:

A. The Southern Pines surface water management system facilities shall include, but are not limited to: all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

B. No construction activities may be conducted relative to any portion of the surface water management system facilities. Prohibited activities include, but are not limited to: digging or excavation; depositing

fill, debris or any other material or item; constructing or altering any water control structure; or any other construction to modify the surface water management system facilities. If the project includes wetland mitigation areas, as defined in Section 1.7.24, of the District rules or a wet detention pond, no vegetation in these areas shall be removed, cut, trimmed or sprayed with herbicide without specific written approval from the District. Construction and maintenance activities which are consistent with the design and permit conditions approved by the District in the Environmental Resource Permit may be conducted without specific written approval from the District.

C. The Association shall be responsible for operation and maintenance of the surface water management system facilities. Operation and maintenance and re-inspection reporting shall be performed in accordance with the terms and conditions of the Environmental Resource Permit.

D. The District has the right to take enforcement measures, including a civil action for injunction and/or penalties, against the association to compel it to correct any outstanding problems with the surface water management system facilities.

E. That any future amendment of the declaration of protective covenants and deed restrictions affecting

the surface water management system facilities or the operation and maintenance of the surface water system facilities shall have the prior written approval of the District.

F. If the association ceases to exist, all of the lot owners, parcel owners or unit owners shall be jointly and severally responsible for the operation and maintenance of the surface water management system facilities in accordance with the requirements of the Environmental Resource Permit, unless and until an alternate entity assumes responsibility as explained in District Rules, Subsection 2.6.2.2.4.h.

- (h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;
- (i) Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time;
- (j) The Corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the Corporation or to any other private individual. The

Corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office;

(k) The Corporation shall have no capital stock.

ARTICLE V

MEMBERSHIP

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Lot Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever earlier occurs (which event shall be referred to in the Declaration as the "Turnover Date"):

1. Three months from the date that ninety (90) percent of the Lots in Southern Pines Units I & II have been conveyed to Owners, other than Declarant, one of Declarant's entities, or conveyances of a partial interest of the Lots

to Declarant's joint venture partners;

2. When the Declarant waives in writing its right to Class B membership.

Each Lot Owner shall automatically be a member of the Association and, upon the filing with the Association of the Voting Member Designation Certificate contemplated by the Declaration, an Owner of more than one (1) lot shall be entitled to a vote for each Lot owned. Membership shall be acquired by recording in the Public Records of the County within which the land is situate, a Deed or other instrument establishing record title to the Lot in Southern Pines Unit I or Unit II. The Owner thus designated in the Deed or instrument becomes a member of the Association and the membership of the prior Owner is thereby terminated.

Notwithstanding anything set forth herein to the contrary until the turnover of the Association to Owners other than the Developer as provided above the Developer shall always have control of the Board of Directors and shall be entitled to vote at least (2) or three (3) members (as the case may be) to that Board.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be increased to five by vote of the Board. The names and addresses of the persons who are to act in the capacity of directors until the selection of their

successors are:

<u>NAME</u>	<u>ADDRESSES</u>
JOHN H. EDEN IV	151 East Highland Blvd. Inverness, FL 34452
PATRICIA S. EDEN	151 East Highland Blvd. Inverness, FL 34452
CORA L. LEE	151 East Highland Blvd. Inverness, FL 34452

At the first annual meeting the members shall elect three directors for a term of one year. At each annual meeting after the first year the members shall elect three directors for a term of one year.

ARTICLE VII

DISSOLUTION

The Association may be dissolved with assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

Article IX

AMENDMENTS

Until the turnover per Article V, the Developer reserves the right to amend these Articles. After the turnover date, amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

Provided, however, that no Amendment shall make any changes in the qualification for membership nor the voting rights of the members, nor any change in Article V, without approval in writing by all members and the joinder of all record owners of mortgages in Southern Pines Units I & II, and until turnover with the written approval of the Developer. No amendments shall be made without the written approval of the Developer if such Amendments shall cause an assessment of the Developer as a Lot Owner for capital improvements, constitute an action that would be detrimental to the sales of lots by the Developer or any of its dwelling units, or an other such action which would inhibit, impair or otherwise preclude the rights reserved to the Developer by way of the Declaration of Protective Covenants and Restrictions.

ARTICLE X

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the malfeasance, or nonfeasance, or found to have breached his fiduciary duty, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE XI

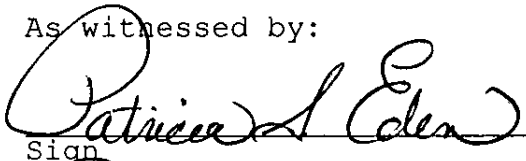
REGISTERED AGENT

The Association hereby appoints JOHN H. EDEN IV, located at 151 East Highland Blvd., Inverness, FL 34452, as its registered agent to accept service of process within the state.

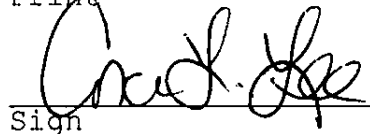
1. The date of adoption of the amendments was August 29, 2008.
2. There are no members, or members entitled to vote on the amendment. The amendments were duly adopted by the Board of Directors.

IN WITNESS WHEREOF, for the purpose of re-forming this corporation under the laws of the State of Florida, the undersigned, incorporator and President of the corporation, has executed these Amended Articles of Incorporation this 29th day of August, 2008.

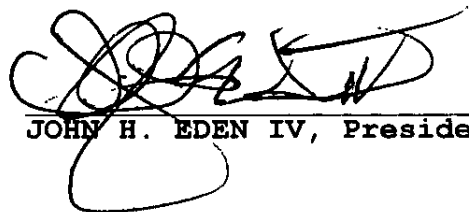
As witnessed by:


Sign

Patricia S. Eden
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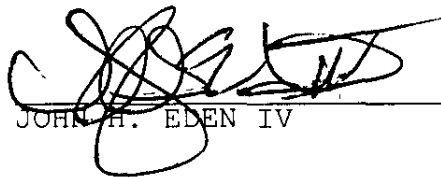

Sign

Cora L. Lee
Print


JOHN H. EDEN IV, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above stated Association at the place designed in this certificate, pursuant to Chapter 48.091 and Chapter 617.023 of the Florida Statutes, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN H. EDEN IV