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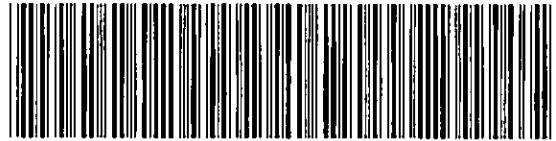
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Amelia Walk Homeowners Association, Inc.

DOCUMENT NUMBER: N06000006414

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

Please return all correspondence concerning this matter to the following:

[PLEASE USE
STAMPED RETURN ENVELOPE
INCLUDED]

Andrew J. Beaudoin
(Name of Contact Person)

Plaza Property Services, LLC
(Firm/ Company)

2365 Riverside Avenue
(Address)

Jacksonville, FL 32204
(City/ State and Zip Code)

abeaudoin@plazapropertyservices.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call.

Andrew J. Beaudoin at 904 265-5252
(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

Exhibit "A"

Notarized by

**AMENDED
ARTICLES OF INCORPORATION
OF
AMELIA WALK HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I
NAME OF CORPORATION

The name of the corporation is AMELIA WALK HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Association").

ARTICLE II
PRINCIPLE OFFICE OF THE ASSOCIATION

The principal place of business and the mailing address of the Association is located at 2365 Riverside Avenue, Jacksonville, FL 32204. Unless otherwise determined by the Board of Directors, the principle office of the Association shall be the address of the property manager.

ARTICLE III
REGISTERED AGENT

The current registered agent to accept service of process within the State of Florida is Andrew J. Beaudoin, the owner of the property management company, whose address is listed above. Unless otherwise determined by the Board of Directors, the registered shall be the owner or person so designated within the property management company.

ARTICLE IV
DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Conditions and Restrictions for Amelia Walk recorded or to be recorded in the Public Records of Nassau County, Florida, as it may from time to time be amended (hereinafter called the "Declaration").

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners. The Association shall levy and collect adequate assessments against Members of the Association for the costs of operating and management of the association.

ARTICLE VI **MEMBERSHIP**

Section 1. Members. Every person or entity who is a record Owner of a fee interest in any lot in the property shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Article, any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member of the Association. The Association membership of each Owner shall be appurtenant to and may not be separated from the Lot giving rise to such membership and shall not be transferred except upon the transfer of title to said Lot and then only to the transfer of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Section 2. Classes. The Association shall have (1) class of voting membership.

(a) Class "A". Class "A" Members shall be all Owners. Each Class "A" Member shall have one (1) vote of each Lot owned by that Member.

Section 3. Multiple Owners. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. If joint or multiple Owners are unable to agree among themselves as to how their vote is to be cast, or if more than one (1) Class "A" vote is cast for any Lot, none of the votes for that Lot shall be counted. If any Owner casts a vote on behalf of a Lot, it shall be conclusively presumed that Owner was acting with the authority and consent of all other Owners of that Lot. If more than one Class "A" vote is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

ARTICLE VII **BOARD OF DIRECTORS**

The affairs of this Association shall be managed and administered by a Board of Directors consisting of three (3), five (5), or seven (7) members, presently, the Board consists of five (5) members, with the number in subsequent years to be determined by the members of the Board; provided that there shall always be an odd number of directorships created. The number of directors may be changed by amendment to the Bylaws of the Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Suzanne C. Quinonez	85241 Northfield Court, Fernandina Beach, Florida 32034
Jeffrey E. Robinson	85062 Williston Court, Fernandina Beach, Florida 32034
Norbert (Pat) Alberstadt	85344 Stonehurst Parkway, Fernandina Beach, Florida 32034
Mark Moskowitz	85573 Banbury Court, Fernandina Beach, Florida 32034
Don Decanio	85409 Fall River Parkway, Fernandina Beach, Florida 32034

The association members shall elect the directors by majority vote, for staggered terms of three (3) years each. To create the staggered terms, initially one post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. The third post shall be deemed vacant at the end of the third year, and a successor director shall be elected. All successor directors shall serve for terms of three (3) years each. In the event the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

ARTICLE VIII **OFFICERS**

The day-to day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The Board of Directors shall appoint the officers, who shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Suzanne C. Quinonez	85241 Northfield Court, Fernandina Beach, Florida 32034
Vice President	Jeffrey E. Robinson	85062 Williston Court, Fernandina Beach, Florida 32034
Treasurer	Norbert (Pat) Alberstadt	85344 Stonehurst Parkway, Fernandina Beach, Florida 32034
Secretary	Mark Moskowitz	85573 Banbury Court, Fernandina Beach, Florida 32034
Director	Don Decanio	85409 Fall River Parkway, Fernandina Beach, Florida 32034

ARTICLE IX **DURATION**

The Association commenced upon the filing of the original articles with the Florida Department of State, and the Association shall thereafter exist in perpetuity.

ARTICLE X **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes. Subject to the terms of Articles XIV, any amendment to these Articles of incorporation shall require the assent of two thirds (2/3) of the Class "A" members votes of the entire membership.

Section 3. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Nassau County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded.

Section 4. Limitation. No amendment shall be made that conflicts with the Declaration.

ARTICLE XI

BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRETORS

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Section I (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if

obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members employees or agents may be entitled under the Association's bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices as positions, and shall continue as to a person who has ceased to be a director, officers, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy, in the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.


Section 8. The Association shall have the power, but shall not be obligated, unless provided otherwise in the governing documents, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1, regardless of whether the Association would have the power to indemnify him or her under this Article.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees). Judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XIII
INCONSISTENCY

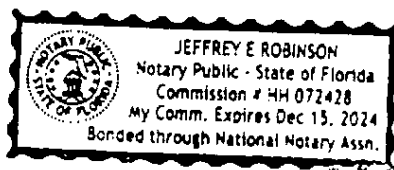
In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Amended Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

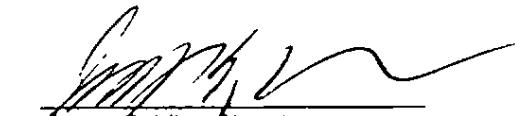
IN WITNESS WHERE OF, these Amended Articles of Incorporation were duly adopted by the Members of the Association on 14th day of October, 2024, and hereby affirmed by Suzanne C. Quinonez, President of Amelia Walk Homeowners Association, Inc. this 14th day of October, 2024.


Suzanne C. Quinonez,
President of Amelia Walk Homeowners
Association, Inc.

STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing Articles of Incorporation were acknowledged before me, the undersigned notary, by means of Physical Presence this 14 day of October, 2024 by Suzanne C. Quinonez, who is personally known to me or ~~has produced~~ _____ as identification.




Notary Public - Signature
Print Name: JEFFREY E. ROBINSON
My Commission Expires: 12-15-2024