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*Amend*

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June 30, 2008

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

Re: Articles of Amendment to Articles of Incorporation of Heritage Creek  
Homeowners' Association, Inc.

Dear Division:

Enclosed please find the above-referenced document, together with a check in the amount of \$43.75 for the filing fee and certificate of status.

If you have any questions, or need any additional information, please do not hesitate to call.

Kind regards.

Very truly yours,

Margaret (Peggy) S. Frook

psf  
enclosures

cc: Mr. Jeff Gates, without enclosures, via e-mail  
Mr. Mike Greig, without enclosures, via e-mail

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G97-12808

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08 JUL -3 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO**  
**ARTICLES OF INCORPORATION OF**  
**HERITAGE CREEK HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation. Language shown as ~~stricken~~ shall be deleted, and language shown as underlined shall be added.

**AMENDMENTS**

ARTICLE VI, Section B, shall be amended to read as follows:

B. All Directors shall be appointed by and shall serve at the pleasure of HERITAGE CREEK, L.L.C., a Florida limited liability company (hereinafter referred to as "Declarant"), its successors or assigns, until the first annual meeting of members in the year 2007, after the members other than the Declarant for the first time own more than ninety percent (90%) of the lots which will ultimately be subject to said Declaration (hereinafter referred to as the "Turnover", or such earlier date as Declarant shall determine in its sole discretion. Until Turnover, Commencing with said annual meeting and continuing thereafter until the Declarant shall turn over the right to appoint a majority of the Board of Directors to the owners of Lots within the subdivision, the Declarant shall have the right to appoint a majority of the Board of Directors. After the Declarant has turned over control of the Association at the first annual meeting of members following the year in which members other than the Declarant for the first time own fifty-one percent (51%) of the Lots that will ultimately be subject to said Declaration, or at such meeting prior thereto as Declarant elects in its sole discretion, if Declarant voluntarily turns over control of the Board of Directors prior to such date. The Declarant shall be entitled to elect at least one member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the lots which will ultimately be subject to said Declaration.

The first clause of ARTICLE VI, Section E, shall be amended to read as follows:

E. The names and addresses of the persons constituting the first Board of Directors who shall hold office until Turnover ~~the first annual meeting of members to be held in the year 2007~~ and until their successors are elected or appointed and have qualified, are as follows:

The first clause of ARTICLE VII, Section B, shall be amended to read as follows:

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors to be held after Turnover ~~in the year 2007~~ and until their successors are duly elected and qualified, are as follows:

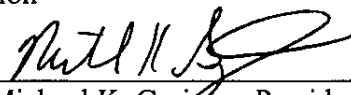
In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

There are no members or members entitled to vote on these amendments. The amendments were adopted by a unanimous vote of the Board of Directors.

Signed this 23 day of June, 2008.

HERITAGE CREEK HOMEOWNERS'  
ASSOCIATION, INC., a Florida not-for-profit  
corporation

By

  
Michael K. Greig, as President