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Amend
Tewis
5-16-08

VENETO SHORES HOMEOWNERS ASSOCIATION, INC.

April 23, 2008

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

Re: Veneto Shores Homeowners Association, Inc.
Document Number: N07000003314

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

Please return all correspondence concerning this matter to Thomas M. Tillman, 6625 Dolphin Cove Drive, Apollo Beach, Florida 33572.

For further information concerning this matter, please call Thomas M. Tillman at (813) 230-2111.

Enclosed is a check in the amount of \$52.50 for the following fees: Filing Fee: \$35.00, Certificate of Status: \$8.75 and Certified Copy (Additional Copy is enclosed): \$8.75.

Thank you,

A handwritten signature in black ink, appearing to read 'Tillman', with a long horizontal flourish extending to the right.

Thomas M. Tillman
President

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
OF**

VENETO SHORES HOMEOWNERS ASSOCIATION, INC.

a Florida Corporation Not For Profit

Document Number: N07000003314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED

**ARTICLE I
NAME**

The name of this corporation is **Veneto Shores Homeowners Association, Inc., a Florida corporation not for profit**, (hereinafter called the "Association" in these Articles.)

**ARTICLE II
OFFICE AND REGISTERED AGENT**

This Association's registered office address is 6625 Dolphin Cove Drive, Apollo Beach, Florida 33572, and its registered agent is Thomas Tillman, who maintains a business office at 6625 Dolphin Cove Drive, Apollo Beach, Florida 33572. Both the Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence lots within that certain tract of property (hereinafter called the Property) located in Hillsborough County, Florida and more particularly described as Veneto Shores, a subdivision recorded in Plat Book 112, at Page 296, of the Public Records of Hillsborough County, Florida.

ARTICLE IV POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the Declaration) applicable to the property and recorded or to be recorded in the Public Records of Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs. These empowerments shall include, but are not limited to, the operation and maintenance of the surface water management system

facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and associated buffer areas, and wetland mitigation areas.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of three-fourths (3/4) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as three-fourths (3/4) of the members determine.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Declaration and these Articles.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted. Specific authority to sue and be sued is hereby acknowledged.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, 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 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; or
- (b) on the anniversary date five years from the date when the first Lot is conveyed to a Class A Member.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's Bylaws, but at all times it must be an odd number of three (3) or more, but not to exceed seven (7). The initial Directors named below shall serve until this

Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors and Officers until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: Thomas M. Tillman (President and Treasurer)
Address: 6625 Dolphin Cove Drive, Apollo Beach, Florida 33572

Name: Anthony S. Arenas (Vice President and Secretary)
Address: 1614 Magdalene Manor Dr., Tampa, FL 33613

ARTICLE VIII INCORPORATOR

The name and residence of the incorporator is:

Name: Thomas M. Tillman
Address: 6625 Dolphin Cove Drive
Apollo Beach, Florida 33572

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3)

of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

ARTICLE X DURATION

This Association exists perpetually unless dissolved pursuant to these Articles of Incorporation or by operation of law.

ARTICLE XI BYLAWS

This Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended, or rescinded with the approval of three-fourths (3/4) of each class of members, except as to those provisions for Amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XII AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of three-fourths (3/4) of the entire membership, except as to those

provisions for Amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

The date of adoption of the amendments was April 30, 2007.

The effective date of the amendments was March 30, 2007.

There are no members of the Association. The amendments were adopted by the Board of Directors.

Veneto Shores Homeowners Association, Inc.

A handwritten signature in black ink, appearing to read 'Thomas M. Tillman', is written over a horizontal line.

Thomas M. Tillman
President