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AKERMAN SENTERFITT

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Division of Corporations

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N07000003706

Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6380

From: Account Name : AKERMAN SENTERFITT (JACKSONVILLE)
Account Number : 105543000740
Phone : (904) 798-3700
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GRAND LANDINGS MASTER HOMEOWNERS' ASSOCIATION, INC.**

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Attn: Carol Mustain

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C. MUSTAIN

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September 28, 2012

FLORIDA DEPARTMENT OF STATE

GRAND LANDINGS MASTER HOMEOWNERS' ASSOCIATION, INC.
C/O MAY MANAGEMENT
5455 A1A S
ST AUGUSTINE, FL 32080

SUBJECT: GRAND LANDINGS MASTER HOMEOWNERS' ASSOCIATION, INC.
REF: N07000003706

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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) 245-6050.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H12000237530
Letter Number: 312A00024265

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**FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

GRAND LANDINGS MASTER HOMEOWNERS' ASSOCIATION, INC.

THIS FIRST AMENDMENT TO ARTICLES OF INCORPORATION OF GRAND LANDINGS MASTER HOMEOWNERS' ASSOCIATION, INC. (the "Amendment") is made as of this 26th day of September, 2012, by **THE RESERVE, LLC**, a Delaware limited liability company (the "Developer"), and consented to and joined by **GRAND LANDINGS MASTER HOMEOWNERS' ASSOCIATION, INC.**, a Florida not for profit corporation ("Association").

RECITALS:

A. Pursuant to the provisions of Section 617.1006, Florida Statutes, the Association adopts these amendments to its Articles of Incorporation.

B. This Amendment amends the Articles of Incorporation of the Association filed April 11, 2007 with the Florida Department of State Division of Corporations (the "Articles"), related to the Grand Landings - Phase I Plat recorded in Map Book 36, Page 37 of the Public Records of Flagler County Florida.

C. The Articles of Incorporation of Grand Landings Master Association, Inc. were attached to that certain Declaration of Covenants and Restrictions for Grand Landings recorded April 27, 2007, in Official Records Book 1567, Pages 797 of the Public Records of Flagler County, Florida, as amended by that certain First Amendment to the Declaration of Covenants and Restrictions for Grand Landings Amendment recorded on September 12, 2007, in Official Records Book 1613, Page 1625 of the Public Records of Flagler County, Florida, and as amended by that certain Second Amendment to the Declaration of Covenants and Restrictions for Grand Landings Amendment dated effective September 26, 2012, to be recorded, in the Public Records of Flagler County, Florida (collectively, the "Declaration").

D. Pursuant to the Declaration, the Developer is the "Declarant" and sole "Class 'B' Member" of the Association and has the right pursuant to Article X, Section 1 of the Articles, to make certain amendments to the Articles and is making this Amendment to make the Articles consistent with the Declaration, and the Association has joined in and consented to this Amendment as set forth on the Association Joinder and Consent attached hereto.

E. The foregoing Amendment shall become effective on the date this Amendment is filed with the Florida Department of State Division of Corporations, in accordance with the corporation laws of the State of Florida.

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NOW, THEREFORE, the Developer with the joinder and consent of the Association, amends the Articles as follows:

1. Recitals. The above Recitals are true and correct and expressly incorporated herein by this reference. All capitalized terms not defined in this Amendment shall have the meaning set forth in the Declaration.

2. Club Owner. Article IV, Section 2 is hereby deleted in its entirety, and shall be of no force and effect.

3. Voting Rights; CLASS B. The second paragraph of Article V, Section 1 is hereby deleted in its entirety and replaced with the following provision in order to make the same consistent with the controlling provisions of the Article IV, Section 4.2(b) of the Declaration:

“ CLASS B. The Class B member is Declarant, who is entitled to ten (10) votes for each Lot or proposed Lot owned within the Property. The Class B membership will cease and convert automatically to Class A Membership on the first to occur of the following events: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (ii) ten (10) years from the recording date of the Declaration; or (iii) the effective date of the Declarant's written waiver of the Class membership rights. Upon the conversion of Class B membership, all provisions of the Declaration, these Articles, and the By-Laws referring to classes of membership will be of no further force and effect.”

4. Ratification. Except as modified and amended hereby, the Articles remains in full force and effect and is ratified and confirmed by the Association. In the event of any conflict between the terms of this Amendment and the Declaration, the terms of the Declaration shall control and be given effect as necessary to resolve such conflict. From and after the date of this Amendment, all references to the Articles shall be deemed to refer to the Articles as amended by this Amendment.

5. Effective Date. The Amendment shall become effective on the date this Amendment is filed with the Florida Department of State Division of Corporations.

6. Adoption. This Amendment was adopted by the Board of Directors on September 26, 2012. No membership entitled to vote.

[THIS SPACE INTENTIONALLY LEFT BLANK]

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IN WITNESS WHEREOF, the Developer has executed this Amendment as of the day and year above written.

Signed, sealed and delivered in the presence of:

DEVELOPER:

THE RESERVE, LLC, a Delaware limited liability company

Susan R. Appenfeld
Print Name: Susan R. Appenfeld

BY: LANDMAR GROUP, LLC, a Delaware limited liability company, Its Sole Member

William M. Hottel
Print Name: William M. Hottel

BY: LANDMAR MANAGEMENT, LLC, a Delaware limited liability company, Its Manager

By: *T. Keith Glenn*
T. Keith Glenn, Vice President

STATE OF NORTH CAROLINA)
) ss:
COUNTY OF MECKLENBURG)

The foregoing instrument was executed, acknowledged and delivered before me on September 27, 2012, by T. Keith Glenn, as Vice President of LandMar Management, LLC, a Delaware limited liability company, the Manager of LandMar Group, LLC, a Delaware limited liability company, the Sole Member of **THE RESERVE, LLC**, a Delaware limited liability company, on behalf of the company.

He is:

- ☒ personally known to me; or
- ☐ produced a driver's license issued by the _____ Department of Highway Safety and Motor Vehicles as identification; or
- ☐ produced the following identification: _____

Kay H. Amette
Notary Public, State and County Aforesaid
Name: Kay H. Amette
My Commission Expires: 06-28-14
My Commission Number is: 742

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JOINDER AND CONSENT OF ASSOCIATION

Signed, sealed and delivered in the
presence of:

**GRAND LANDINGS MASTER
HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation**

Susan R. Applegate
Print Name: Susan R. Applegate

By: *T. Keith Glenn*
T. Keith Glenn, President

Miriam M. Hobbs
Print Name: Miriam M. Hobbs

STATE OF NORTH CAROLINA)
) ss:
COUNTY OF MECKLENBURG)

The foregoing instrument was executed, acknowledged and delivered before me on
September 27, 2012, by T. Keith Glenn, as President of **GRAND LANDINGS MASTER
HOMEOWNERS' ASSOCIATION, INC.**, a Florida not for profit corporation, on behalf of the
corporation.

He is:

☒ personally known to me; or

☐ produced a driver's license issued by the _____ Department of
Highway Safety and Motor Vehicles as identification; or

☐ produced the following identification: _____

Kay H. Arnette
Notary Public, State and County aforesaid
Name: Kay H. Arnette
My Commission Expires: 6-28-14
My Commission Number is: NA