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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TIDEWATER PRESERVE MASTER ASSOCIATION, INC.**

Certificate of Status	1
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
TIDEWATER PRESERVE MASTER ASSOCIATION, INC.
Doc #: N07000004114**

Pursuant to the provisions of Section 617.1006, Florida Statutes, Tidewater Preserve Master Association, Inc., a Florida not for profit corporation (the "Corporation"), adopts the following amendments to its Articles of Incorporation (CODING: double-underlined text has been added and ~~strikeout-text~~ has been deleted)::

1. Article VI of the Articles of Incorporation is amended to read as follows:

The affairs of the Master Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected ~~for one-year terms~~ by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all members of the Board of Directors prior to Transfer of Control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Master Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Master Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices; except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or by the By-Laws of the Master Association. Vacancies occurring on the board and among the officers shall be filled in the manner prescribed by the By-Laws of the Master Association.

~~Notwithstanding the foregoing, the Class-B Members shall have the right to elect all Directors as long as there shall be Class-B membership, except that such Class-B Members, in their sole discretion, may voluntarily consent to the election of one director by the Class-A Members after 50% of the Lots in the Community have been conveyed to Class-A-Members. Furthermore, subsequent to the Transfer of Control, the Class-C-Members shall at all times be collectively entitled to elect one director.~~

2. Article X of the Articles of Incorporation is amended to read as follows:

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing, that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

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(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the voting interests of the Master Association present (in person or by proxy) and voting at a membership meeting at which a quorum is obtained ~~votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.~~

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots, Units or Parcels in the Community, (b) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Congregate Boat Facility Owner without the written consent of the Congregate Boat Facility Owner and (c) ~~(b)~~ no amendment which will affect any aspect of the surface water management system located on the Property shall be effective without the prior written approval of the Southwest Florida Water Management District.

These amendments were approved by not less than a majority of the members of the Corporation's board of directors at a board of directors' meeting held, in accordance with the Articles of Incorporation, on January 28, 2020, and were approved by the requisite percentage of the Corporation's members at a Corporation membership meeting duly-called and noticed in accordance with the Corporation's By-Laws on February 28, 2020.

TIDEWATER PRESERVE MASTER ASSOCIATION,
INC.

By: 

Matthew Koratich, President

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