

N070000004588

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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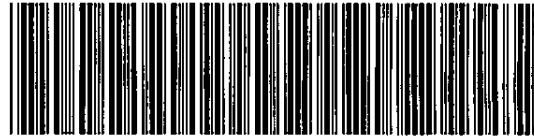
(Business Entity Name)

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Amend/cc
@ 4.24.14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: JASMINE BAY MASTER ASSOCIATION, INC.

DOCUMENT NUMBER: N07000004588

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

Please return all correspondence concerning this matter to the following:

MONICA GENOVESE, FRP

(Name of Contact Person)

HAHN LOESER & PARKS LLP

(Firm/ Company)

800 LAUREL OAK DRIVE, SUITE 600

(Address)

NAPLES, FLORIDA 34108

(City/ State and Zip Code)

MGENOVESE@HAHNLAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MONICA GENOVESE at 239 254-2915

(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 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 checked="" 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

JASMINE BAY MASTER ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N07000004588

(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 APR 18 PM 1:27

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

4761 WEST BAY BOULEVARD

BOX 102

ESTERO, FLORIDA 33928

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

SAME AS ABOVE

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Exhibit "A"

EXHIBIT "A"

AMENDMENT TO ARTICLES OF INCORPORATION

- A. Article 5, Sections 5.1 and 5.2, of the Articles of Incorporation are amended as follows:

ARTICLE 5 POWERS

The powers of the Association shall include and be governed by the following:

5.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida and all of the power set forth in the Master Covenants, except as expressly limited or restricted by applicable law, the terms of these Articles, the Master Covenants or the By-Laws.

5.2 Enumeration. In-addition to the powers set forth in Section 5.1 above, the Association shall have all of the powers and duties reasonably necessary to operate The Properties pursuant to the Master Covenants and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

[Sections 5.2 (a) – (j) and (l) remain unchanged]

(k) INTENTIONALLY OMITTED.

NEW 5.2 (m) The power to borrow money, execute promissory notes and other evidences of indebtedness and to give as security therefor mortgages and security interests in the properties owned by the Association.

- B. Section 5.5 of the Articles of Incorporation is amended as follows:

5.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Master Covenants, the By-Laws and applicable law, provided that in the event of conflict, the provisions of applicable law shall control over those of the Master Covenants and By-Laws.

- C. Section 6.1 of the Articles of Incorporation is amended as follows:

6.1 Membership. The members of the Association shall consist of all of the record title Owners of Lots within The Properties from time to time (or if a Lot has been submitted to condominium, all of the owners of the units within the condominium shall be members of the Association), and after termination of The Properties, shall also consist of those who were members at the time of such termination, and their successors and assigns.

D. Section 6.3 of the Articles of Incorporation is amended as follows:

6.3 Voting. On all matters on which the Members shall be entitled to vote, there shall be only one (1) vote for each Lot (or if a Lot has been submitted to condominium, one vote for each Unit within the Association). Any person or entity owning more than one Lot and/or Unit shall be entitled to cast the aggregate number of votes attributable to all Lots/Units owned. All votes shall be exercised or cast in the manner provided by the Master Covenants, the By-Laws and applicable law.

E. Section 6.5 of the Articles of Incorporation is amended as follows:

6.5 INTENTIONALLY OMITTED.

F. Section 10.1 of the Articles of Incorporation is amended as follows:

10.1 Number and Qualification. The affairs of the Association shall be governed by a Board consisting of five (5) persons. Directors must be natural persons who are 18 years of age or older. All Directors must be Unit Owners. Any person who has been convicted of any felony by an court of record in the United States and who has not had his or her civil rights restored for at least five (5) years as of the date such person seeks election to the Board pursuant to law in the jurisdiction of his or her residence is not eligible for Board membership (provided, however, that the validity of any Board action is not affected if it is later discovered that a member of the Board is ineligible for Board membership due to having been convicted of a felony). Directors may not vote at Board meetings by proxy or by secret ballot. All Directors elected by the Members shall serve two (2) year terms, which shall be staggered as follows: At the 2013 annual meeting of the members of the Association, the three (3) director candidates receiving the highest number of votes shall be elected to a two (2) year term; and the remaining two (2) director candidates shall be elected to a one (1) year term. Thereafter, all Directors elected by the members shall serve two (2) year terms. A Director's term ends at the annual election at which his/her successor is duly elected and qualified, or when he/she is removed in the manner, or in such manner and/or at such other time as provided by Chapter 718, Florida Statutes, as amended from time to time.

G. Section 13.3 of the Articles of Incorporation is amended as follows:

13.3 INTENTIONALLY OMITTED.

The date of each amendment(s) adoption: April 3, 2013, if other than the date this document was signed.

Effective date if applicable: April 3, 2013
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 9, 2014

Signature [Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Roger H. Sirlin
(Typed or printed name of person signing)
PRESIDENT
(Title of person signing)