

No 7000006237

(Requestor's Name)

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(City/State/Zip/Phone #)

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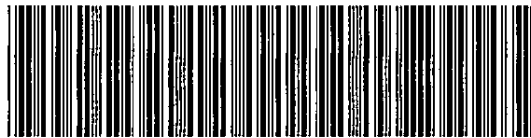
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C.COULLETTE

JUN 26 2009

EXAMINER



ONE FINANCIAL CENTER
100 S.E. THIRD AVENUE, 8TH FLOOR
P.O. BOX 9748
FORT LAUDERDALE, FL 33310-9748
954.462.4150 MAIN
954.462.4260 FAX

June 9, 2009

Florida Department of State
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Townwalk Villas Property Owners' Association, Inc.

To Whom It May Concern:

Enclosed are the Articles of Amendment to Articles of Incorporation for filing as Townwalk Villas Property Owners' Association, Inc. and a check in the amount of \$35.00. If you have any questions, please contact my office.

Sincerely,

Lori L. Heyer-Bednar
For the Firm

LLB/sa
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Townwalk Villas Property Owners' Association, Inc.

DOCUMENT NUMBER: N07000006237

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

Please return all correspondence concerning this matter to the following:

Lori L. Heyer-Bednar, Esq.

(Name of Contact Person)

Roetzel & Andress, LPA

(Firm/ Company)

100 SE Third Avenue, 8th Floor

(Address)

Fort Lauderdale, FL 33394

(City/ State and Zip Code)

lheyer@ralaw.com

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

For further information concerning this matter, please call:

Lori L. Heyer-Bednar, Esq.

(Name of Contact Person)

at (954) 462-4150

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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



ONE FINANCIAL CENTER
100 S.E. THIRD AVENUE, 8TH FLOOR
P.O. BOX 9748
FORT LAUDERDALE, FL 33310-9748
954.462.4150 MAIN
954.462.4260 FAX

June 23, 2009

Cheryl Coulliette
Florida Department of State
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Townwalk Villas. *Home*Owners' Association, Inc.

Dear Ms. Coulliette:

Per your correspondence dated June 15, 2009 (a copy of which is enclosed), we are enclosing the completed Statement of Registered Agent for Corporations form along with the executed Articles of Amendment to Articles of Incorporation for filing as Townwalk Villas Property Owners' Association, Inc. If you have any questions, please contact my office.

Sincerely,


Lori L. Heyer-Bednar
For the Firm

LLB/sa
Enclosures

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2009 JUN 25 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 15, 2009

LORI L. HEYER-BEDNAR, ESQ
ROETZEL & ANDRESS, LPA
100 SE THIRD AVE., 8TH FL
FT LAUDERDALE, FL 33394

SUBJECT: TOWNWALK VILLAS HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: N07000006237

We have received your document for TOWNWALK VILLAS HOMEOWNER'S ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 609A00020059

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

TOWNWALK VILLAS *Home*OWNERS' ASSOCIATION, INC.,
a Florida not-for-profit corporation

The undersigned, being the President of TOWNWALK VILLAS *Home*-OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association"), hereby certifies that effective as of May 1, 2009, the Articles of Incorporation of the Association (the "Articles") are modified and amended by these Articles of Amendment (this "Amendment") as follows:

1. Article IV of the Articles is hereby modified to provide that members of the Board of Directors of the Association identified therein have been replaced with, and henceforth the Board of Directors of the Association shall consist of, the following: (A) R. Michael Johnson; (B) Lane Martin and (C) David White.

2. Article IV of the Articles are amended by incorporating the following standards applicable to the members of the Board of Directors: A director shall discharge his duties as a director, including any duties as a member of a Committee in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interest of the Association. Unless a director has knowledge concerning a matter in question that makes reliance unwarranted, a director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by; one or more officers or employees of the Association whom the director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the director reasonably believes are within the such person's professional or expert competence; or a Committee of which the director is not a member if the director is not a member if the director reasonably believes the Committee merits confidence. A director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of this office in compliance with the foregoing standards.

3. Article VII of the Articles are amended by replacing the registered agent set forth therein with the following registered agent of the Association: Lori Heyer-Bednar, Esq., Roetzel & Andress, 100 S.E. 3rd Avenue, 8th Floor, Fort Lauderdale, Florida 33394.

4. The following Articles are hereby incorporated into the Articles of the Association:

Article XI. Officers. The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be

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TALLAHASSEE, FLORIDA

electd by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: R. Michael Johnson

Treasurer: Lane Martin

Secretary: David White

Article XII Indemnity.

12.1 Indemnitees. The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or on behalf of, the Association) by reason of the fact that he is or was a director, officer, committee member, employee or agent (each, an "Indemnitee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

12.2 Indemnification. The Association shall indemnify any person who was or is a party to any proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, committee member, employee, or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association.

12.3 Indemnification for Expenses. To the extent that a director, officer, committee member, employee, or agent of the Association has been

successful on the merits or otherwise in defense of any proceedings referred to in subsection 12.1 or 12.2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

12.4 Determination of Applicability. Any indemnification under subsection 12.1 or subsection 12.2, unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, committee, member, employee, or agent is proper under the circumstances because he had met the applicable standard of conduct set forth in subsection 12.1 or subsection 12.2. Such determination shall be made:

(1) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(2) If such a quorum is not obtainable or, even if obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;

(3) By independent legal counsel:

selected by the Board of Directors prescribed in paragraph (1) or the committee prescribed in paragraph (2); or

if a quorum of the directors cannot be obtained for paragraph (1) and the Committee cannot be designated under paragraph (2), selected by majority vote of the full Board of Directors (in which directors who are parties may participate); or

(4) By a majority of the voting interests of the members of the Association who were not parties to such proceeding.

12.5 Determination Regarding Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by Section 12.4(3) shall evaluate the reasonableness of expenses and may authorize indemnification.

12.6 Advancing Expenses. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Association in advance of that final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount that is ultimately found not to be entitled to indemnification by the Association pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

12.7 Exclusivity; Exclusions. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Association may make any other or further indemnification or advancement of expenses for any of its directors, officers, committee members, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated or constitute:

A violation of criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

A transaction from which the director, officer, committee member, employee, or agent derived an improper personal benefit; or

Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor or in the right of the members of the Association.

12.8 Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, committee member, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

12.9 Application to Court. Notwithstanding the failure of the Association to provide indemnification, and despite any contrary determination of the Board or of the members in the specific case, a director, officer, committee member, employee, or agent of the Association who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order

indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, of it determines that:

The director, officer, committee member, employee, or agent is entitled to mandatory indemnification under subsection 12.3, in which case the court shall also order the Association to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

The director, officer, committee member, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Association of its power pursuant to subsection 12.7; or

The director, officer, committee member, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection 12.1, subsection 12.2, or subsection 12.7, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed Indemnitee, that he did not act in good faith or acted in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that the indemnification should be denied. The determination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, the he had reasonable causes to believe that his conduct was unlawful.

12.10 Definitions. For purpose of this Article XII, the term "expenses" shall be deemed to include attorney's fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer; the phrase "serving at the request of the Association" shall be deemed to include any service as a director, officer, committee member, employee or agent of the Association that imposes duties on such persons.

12.11 Amendment. Anything to the contrary herein notwithstanding, no

amendment to the provisions of this Article XII shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

5. In all other regards, all of the articles, terms and conditions of the Articles not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and those set forth in the Articles, the terms of this Amendment shall control. This Amendment shall be binding upon the Association and all of its Members, and their respective legal representatives, heirs, successors and assigns.

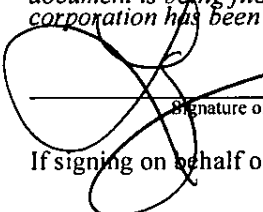
6. The foregoing Amendment was approved by a majority of the Members of the Association by joint resolution of a majority of the Members dated 4/7, 2009.

IN WITNESS WHEREOF, the undersigned, being the President of the Association, has hereunto set his hands and affixed the Association's seal this 17th day of April, 2009.


Dean G. Thompson, President

[Corporate Seal]

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


Signature of Registered Agent

If signing on behalf of an entity:

5-17-09
Date

Typed or Printed Name