

N110000000095

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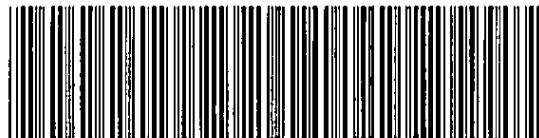
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Amelia Oaks Homeowners Association, Inc.

DOCUMENT NUMBER: N11000000095

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

Please return all correspondence concerning this matter to the following:

Karen Gledhill

(Name of Contact Person)

Amelia Oaks Homeowners Association, Inc.

(Firm/ Company)

1930 Amelia Oaks Drive

(Address)

Fernandina Beach, FL 32034

(City/ State and Zip Code)

camla@cornerstone-mgmt.com

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

For further information concerning this matter, please call:

Karen Gledhill

704

617-3657

at

(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 checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RECEIVED
JAN 11 2015

Articles of Amendment
to
Articles of Incorporation
of

Amelia Oaks Homeowners Association, Inc.

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

NI000000095

(Document Number of Corporation (if known))

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)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

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:

(City)

Florida

(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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> 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)

The Articles of Incorporation are amended and restated in their entirety in the form attached hereto.

The date of each amendment(s) adoption: September 30, 2023, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.

Amended and Restated Articles of Incorporation
of
Amelia Oaks Homeowners' Association, Inc.

Pursuant to Section 617 Florida Statutes, and pursuant to the approval of at least 66 2/3% of its members, Amelia Oaks Homeowners' Association, Inc., a Florida not-for-profit corporation, hereby amends and restates its Articles of Incorporation as follows:

All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Covenants and Restrictions for Amelia Oaks Homeowners' Association, Inc., as recorded in the public records of Nassau County, Florida, as it may be modified and supplemented from time to time ("Declaration")

ARTICLE I – NAME

The name of the corporation is AMELIA OAKS HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II – REGISTERED AGENT

The present name and address of the registered agent of the Association are:

Cornerstone Property Management Services, Inc.
463155 SR 200, Suite 16
Yulee, Florida 32097

ARTICLE III – PRINCIPAL OFFICE

The principal office of the Association shall be located at 463155 SR 200, Suite 16, Yulee, Florida 32097, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE IV – PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a corporation-not-for-profit pursuant to Chapter 617, Florida Statutes, and to provide for the maintenance, preservation, and architectural control of all Improvements on the Property and the Common Area, all within that certain tract of land described in the Declaration ("Property"), as such is supplemented from time to time, all for the mutual advantage and benefit of the Members of this Association, who shall be the Owners of the Parcels. For such purposes, the Association shall have and exercise the following authority and powers:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, as well as in the provisions of these

Articles and the Bylaws. The Declaration is incorporated herein by this reference as if set forth in detail.

2. To fix, levy, collect, and by any lawful means enforce payment, of all Assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association, including without limitation, adequate Assessments for the costs of maintenance, repair, and operation of the Stormwater Management System, including without limitation drainage structures and drainage easements.
3. To buy, accept, own, operate, lease, sell, trade, and mortgage both real and personal property in accordance with the provisions of the Declaration; provided however, the Common Area may not be mortgaged without the prior approval of Members holding two thirds (2/3) of the votes present in person or by proxy at a duly called meeting at which a quorum is present or by written approvals of Members holding two thirds (2/3) of the total votes.
4. To borrow money and, with the assent of seventy-five percent (75%) of the holders of votes at a duly noticed meeting of members at which a quorum is present in person or by proxy, to mortgage, pledge, or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred.
5. To dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors.
6. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, as more fully provided in the Declaration.
7. To make, establish, and amend reasonable rules and regulations governing the use of the Parcels and Common Area.
8. To maintain, repair, replace, operate, and manage the Common Area.
9. To employ personnel, agents, or independent contractors to perform the services required for the proper operation of the Common Area.
10. To exercise architectural control over improvements within the Property pursuant to the rights granted to the Association in the Declaration.
11. To operate, maintain, and manage the Stormwater Management System in a manner which is consistent with the St. Johns River Water Management District Permit No. 40-089-89061-3 requirements and applicable St. Johns River Water Management District

rules, and to assist in the enforcement of the terms and conditions of the Declaration which relate to the Storm Water Management District.

12. To have and to exercise any and all powers, rights, and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.

13. To timely file all required corporate filings with the Florida Secretary of State's office.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal, and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V – MEMBERSHIP

1. Every person or entity who is record owner of a fee or undivided fee interest in any Parcel shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to Assessment by the Association.
2. The transfer of the membership of any Owner shall be established by the recording in the public records of Nassau County of a deed or other instrument establishing a transfer of record title to any Parcels for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Parcel. It shall be the responsibility and obligation of the former and new Owner of the Parcel to provide such copy to the Association.
3. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Parcel owned by such Member.

ARTICLE VI – VOTING RIGHTS

Members shall be entitled to one vote for each Parcel owned. When more than one person holds an interest in any Parcel, all such persons shall be Members; however, the vote for such Parcel shall be exercised as they shall determine among themselves, but in no event shall more than one vote be cast with respect to any Parcel. Notwithstanding the foregoing, if title to any Parcel is held by a husband and wife, either spouse may cast the

vote for such Parcel unless and until a written voting authorization is filed with the Association. When title to a Parcel is in a corporation, partnership, association, trust, or other entity, such entity shall be subject to the applicable rules and regulations contained in the Articles and Bylaws.

ARTICLE VII – BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association. The Board of Directors shall include five (5) Directors, unless there are fewer than five (5) Members willing to serve on the Board of Directors, in which case the Board of Directors shall include three (3) Directors.

The names and addresses of the persons who currently serve in the capacity of Directors until the selection and qualification of their successors are filed in the Association's annual report filed with the Florida Secretary of State.

At each annual meeting the members shall elect the Directors for a term of one (1) year. No Director may serve more than two consecutive terms; provided however, if less than five members are willing to run and serve more than two consecutive terms, one or more of them may be elected among those Directors who are willing to serve more than two consecutive terms. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining Directors.

ARTICLE VIII – TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

ARTICLE IX – DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of Members in accordance with the provisions of the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association is created, or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to similar purposes. In addition, the conveyance of any portion of the Stormwater Management System, or the transfer of any maintenance obligations pertaining to the Stormwater Management System must be to an entity which would comply with Section 40C-42.027, Florida Administrative Code, and the approval of the St. Johns River Water Management District must be obtained, prior to such termination, dissolution, or liquidation.

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ARTICLE X – OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the current officers who shall serve until their successors are duly elected and qualified are filed in the Association's annual report filed with the Florida Secretary of State.

ARTICLE XI – BYLAWS

The Bylaws of this Association may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE XII – AMENDMENTS

The members of the Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the written consent of sixty-six and two-thirds percent (66 2/3%) of the voting interests within the Property (Amelia Oaks) or the approval of persons holding seventy-five percent (75%) of the votes at a duly noticed meeting at which a quorum is present, in person or by proxy; provided, further, that no amendment shall conflict with any provisions of the Declaration. The consent of any Institutional Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies, or interest of such Institutional Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration. Any amendments to these Articles that affect the rights of the St. Johns River Water Management District, shall be subject to the approval of the St. Johns River Water Management District. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the public records of the County.

ARTICLE XIII – INDEMNIFICATION

This Association shall indemnify any and all of its directors, officers, and former directors and officers to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XIV – CONSOLIDATION

These amended and restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE XV – REQUIRED ADOPTION INFORMATION

These amended and restated articles of incorporation contain amendments to the articles of incorporation which require Member approval. The date of adoption of the amendments was September 30, 2023, and the votes cast were sufficient for approval.

In witness whereof, the undersigned has executed this instrument as of _____, 2023.

AMELIA OAKS HOMEOWNERS' ASSOCIATION, INC.

By: _____
Karen Gledhill, President

2023 OCT 11 AM 10:16
AMelia Oaks Homeowners' Association, Inc.
Notary Public
State of Florida