

N12169

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14 APR 25 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

MAY 6 2014
EXAMINER

GAD Goede, Adamczyk
& DeBoest, PLLC
ATTORNEYS AND PROFESSIONAL COUNSEL

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April 24, 2014

Via UPS Overnight delivery

Amendment Section, Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Palmer Estates Homeowners Association, Inc., Document No. N12169
Amended and Restated Articles of Incorporation**

Dear Sir or Madam:

This Firm has the pleasure of representing Palmer Estates Homeowners Association, Inc. Please find enclosed an application for Articles of Amendment to the Articles of Incorporation, changing the name of Palmer Estates Homeowners Association, Inc. to Port Royal Estates Association, Inc. Also included is Check No. 9137 to your order in the sum of \$35.00 representing the filing fee to process the name change amendment.

Please process the enclosed amendment in your usual manner, and correspondence may be returned to our Firm's Naples branch to: Goede, Adamczyk & DeBoest, PLLC, 8950 Fontana Del Sol Way, Suite 100, Naples, Florida 34109. Please do not hesitate to contact me, or my Paralegal, Laura Cari, at 239-687-3936 with any questions.

Thank you for your attention to this matter.

Sincerely,

S. Kyla Thomson
Steven Adamczyk for

SJA/lc
Enclosures
CC: Client

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PALMER ESTATES HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N12169

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

Please return all correspondence concerning this matter to the following:

Steven J. Adamczyk

(Name of Contact Person)

Goede, Adamczyk & DeBoest, PLLC

(Firm/ Company)

8950 Fontana Del Sol Way, Suite 100

(Address)

Naples, Florida 34109

(City/ State and Zip Code)

SAdamczyk@GAD-law.com

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

For further information concerning this matter, please call:

Steve Adamczyk

(Name of Contact Person)

at 239 331-5100

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" 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 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

APPROVED
AND
FILED

14 APR 25 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

PALMER ESTATES HOMEOWNERS ASSOCIATION, INC.

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

N12169

(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:

Port Royal Estates Association, Inc.

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

(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:

<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	_____	<u>n/a</u>	_____
<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)

Please see attached exhibit displaying the amendment to the Articles of
Incorporation reflecting the name change from Palmer Estates Homeowners
Association, Inc. to Port Royal Estates Association, Inc. (attached for reference only).

APPROVED
AND
FILED

The date of each amendment(s) adoption: _____
date this document was signed.

April 16, 2014

14 APR 25 AM 11:00

if other than the

Effective date if applicable: _____

April 16, 2014

(no more than 90 days after amendment file date)

SECRETARY OF STATE
ALLIANCE FLORIDA

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 24, 2014
David Lowry

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)

David Lowry

(Typed or printed name of person signing)

President of Board of Directors

(Title of person signing)

Prepared by:
Steven J. Adamczyk, Esq.
Goede, Adamczyk & DeBoest, PLLC
8950 Fontana Del Sol Way, 1st Floor
Naples, Florida 34109
239-331-5100

**CERTIFICATE OF AMENDMENT
FOR
PALMER ESTATES HOMEOWNERS ASSOCIATION, INC.
A/K/A PORT ROYAL ESTATES ASSOCIATION, INC.**

I HEREBY CERTIFY that the following amendments to the Declaration of Protective Covenants, Conditions and Restrictions for Palmer Estates, the By-Laws for Palmer Estates Homeowners Association, Inc., and the Articles of Incorporation for Palmer Estates Homeowners Association, Inc. were duly adopted by the Association membership at a duly noticed Members' Meeting of the Association on the 16th day of April, 2014. Said amendments were approved by a proper percentage of voting interests of the Association.

The original Declaration of Protective Covenants, Conditions and Restrictions for Palmer Estates was recorded at Official Records Book 1166, at Page 379 *et seq.*, of the Public Records of Collier County, Florida.

The legal description of the Collier County, Florida real property subject to these amended covenants is further described in Exhibit "A" of the original Declaration of Protective Covenants, Restrictions and Easements recorded at Official Records Book 1166, at Page 379 *et seq.*, of the Public Records of Collier County, Florida.

*Additions are underlined
Deletions are ~~stricken through~~*

I. AMENDMENTS REGARDING OPERATION OF ASSOCIATION

A. Article 3 of the Declaration is hereby deleted in its entirety and replaced with the following. Note: substantial rewording. See existing Declaration for current text.

3. ARCHITECTURAL CONTROL TO PRESERVE THE BEAUTY, QUALITY AND VALUE OF THE COMMUNITY. The Board of Directors may adopt architectural guidelines, rules and procedures concerning the application for review by the Association and create or modify architectural planning criteria establishing approved options for the use of material, size of structures or improvements, designs of structures or improvements, or the location of a structure or improvement. No building, structure,

EXHIBIT pg. 1

roof, enclosure or other improvement shall be erected or altered, nor shall any grading, excavation, landscaping, change of exterior color, or other work which in any way alters the exterior appearance of any structure or Lot shall occur unless and until the plans, specifications and location of same shall have been submitted to the Association. After such time as the Board of Directors has adopted architectural guidelines and rules, all improvements subject to this provision shall be subject to the approval or denial of the Board of Directors. The Board shall have thirty (30) days after delivery of all required information, complete and accurate plans and materials to approve or deny any such plan, and if not denied within such period, said plans shall be deemed approved. All changes, alterations or modifications to an approved plan must also be approved pursuant according to these same requirements.

In connection with architectural review, The Board may authorize variances from compliance with any of the architectural provisions of this Declaration when circumstances such as topography, natural obstructions, hardship, aesthetic or the environment, which must be signed by at least two-thirds (2/3) of the Board. The granting of such a variance shall not, however, operate to waive any of the terms and provisions of this Declaration for any purpose except as to the particular property and particular provisions hereof covered by the variance, nor shall it affect in any way the Owner's obligation to comply with all governmental laws and regulations affecting his use of the Lot, including, but not limited to, zoning ordinances and setback lines or requirements imposed by any governmental or municipal authority.

B. Article 6 of the Declaration is hereby deleted in its entirety and replaced with the following. Note: substantial rewording. See existing Declaration for current text.

6. LANDSCAPING. All lawns and landscaping shall be installed and completed by the Owner at the time of completion of a structure as evidenced by the issuance of a Certificate of Occupancy by the appropriate governmental agency. No stone, gravel, or paving of any type shall be used as a lawn. Underground sprinkler systems, to the pavement edge of any abutting streets and to the waterline of any abutting lakes, canals or water management areas shall be installed with the construction of the home. All Owners shall maintain, repair and replace all landscaping on the Owner's Lot, including, without limitation, the trees, shrubs, lawns, flower beds, walkways and ground elevations, in a neat and orderly manner. The Association shall be responsible to maintain the common areas.

C. Article 19, Section (b)(1) of the Declaration is hereby amended as follows:

(b) The assessments levied by the Association shall be used for the following purposes:

(1) Paying the cost of improvement, maintenance and repair; this will include but will not necessarily be limited to the cost of maintaining:

(i) All streets, driveways, parking areas and sidewalks, to the extent that such improvements are Common Areas;

(ii) All Common Area landscaped areas, including all lawns, shrubs, trees and other plantings located on ~~Lots and~~ Common Areas;

(iii) All equipment and facilities owned by the Association;

(iv) Insurance and utility charges applicable to the ownership, maintenance and repair of land which is Common Area; and

(v) Management fee and charges.

D. Article 19, Section (c) of the Declaration is hereby amended as follows:

(c) Duties of the Board of Directors. The Board of Directors of the Association shall fix the amount and due dates of the assessment against each lot at least 30 days in advance of such dates and shall, at that time, prepare a roster of the lots and assessment applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any owner.

Written notice of the assessment shall thereupon be sent to every owner subject thereto.

The Board of Directors shall allocate the assessments among and attributable to the lots so that each lot owner will pay for that portion of the assessment that directly benefits that lot or is the result of ownership of the lot. Accordingly, if any assessment is directly attributable to, or for the benefit of, any lot then that assessment will be made against that single lot. ~~All assessments for lawn maintenance of the lots shall be divided among the lots based on the lawn area of each lot as it relates to the lawn area of all of the lots. All assessments for other landscaping maintenance of the lots shall be divided among the lots based on the amount and type of maintenance that was directly provided or attributable to each lot.~~ In the event that any assessment is for the equal benefit of, or

Exhibit Pg. 3

attributable to all the lots in the plat or under the jurisdiction of the Association, on an equal basis, then each owner of a lot in the plat or under the jurisdiction of the Association shall be liable to pay a share of that assessment with the share being equal to a fraction, the numerator of which is one and the denominator of which is all lots within the plat or under the jurisdiction of the Association for which a certificate of occupancy has been issued by the appropriate governmental authority. Such allocations shall be made, and from time to time adjusted, by the Board of Directors in their best judgment to fairly as possible allocate the assessments to the various lot owners.

The Association shall upon demand at any time furnish to any owner liable for said assessment a certificate in writing signed by any officer of the Association, setting forth whether said assessment has been paid. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

E. Article 19, Section (f) of the Declaration is hereby deleted in its entirety and replaced with the following. Note: substantial rewording. See existing Declaration for current text.

(f) The Association's lien for unpaid charges, assessments and all other amounts shall be subordinate and inferior to any recorded institutional first mortgage, unless the Association's Claim of Lien was recorded before the mortgage, but shall relate back to the date the original Declaration was recorded in the Public Records and be superior to, and take priority over, any other mortgage, lien or interest recorded after that date. Any lease of a Lot shall be subordinate and inferior to the lien of the Association, regardless of the when the lease was executed. An institutional first mortgagee acquiring title by deed in lieu of foreclosure or as a result of the foreclosure of the first mortgage shall be liable for past due assessments, interest, late fees, attorneys' fees and costs pursuant to Florida Statutes section 720.3085 as amended from time to time.

F. Article IV, Section 2 of the Association's By-Laws is hereby amended as follows:

Section 2. Number. The number of Directors which shall constitute the entire Board of Administration shall be three (3), not be less than three (3), nor more than nine (9). ~~Until changed by majority vote at a duly called annual meeting of the members, the number of Directors shall be three (3).~~

Exhibit Pg. 4

II. AMENDMENTS CHANGING NAME OF ASSOCIATION

A. Section E of the Background of the Declaration is hereby amended as follows:

E. Association shall mean and refer to ~~PALMER ESTATES HOMEOWNERS ASSOCIATION, INC.~~ PORT ROYAL ESTATES ASSOCIATION, INC., a Florida corporation not for profit.

B. Article 18 of the Declaration is hereby amended as follows:

18. ASSOCIATION: The Developer and each owner of a lot in PALMER ESTATES shall automatically upon recording of a deed conveying title to such owner, become a member in the ~~PALMER ESTATES HOMEOWNERS~~ PORT ROYAL ESTATES ASSOCIATION, INC., subject to all powers, duties, dues, liens and assessments of such membership. The membership in such Association shall terminate upon conveyance by the owner of his title to the lot to another party or parties.

C. Article I of the Articles of Incorporation for Palmer Estates Homeowners Association, Inc. is hereby amended as follows:

ARTICLE I

NAME:

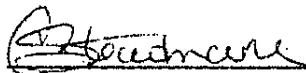
The name of the corporation is ~~PALMER ESTATES~~ PORT ROYAL ESTATES HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as "Association."

D. Article I, Section 1, of the Bylaws for Palmer Estates Homeowners Association, Inc. is hereby amended as follows:

Section 1. Name of Association. The name of this corporation shall be ~~PALMER ESTATES~~ PORT ROYAL ESTATES HOMEOWNERS ASSOCIATION, INC., and hereinafter the corporation shall be referred to as the "Association."

PALMER ESTATES HOMEOWNERS
ASSOCIATION, INC., AKA PORT
ROYAL ESTATES ASSOCIATION, INC.
A Florida not for profit corporation.


Witnesses:


Witness

Candi Steadman
Printed Name of Witness


Witness

Laura E. Cari
Printed Name of Witness

By: 
David Lowry, its President

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared David Lowry, as President of Palmer Estates Homeowners Association, Inc. a/k/a Port Royal Estates Association, Inc., a Florida not for profit corporation, who is personally known to me or has produced a Drivers License as identification and who executed the foregoing instrument and acknowledged before me that he executed the same. WITNESS my hand and official seal in the County and State last aforesaid this 24th day of April, 2014.



LAURA ELIZABETH CARI
MY COMMISSION # EE 129627
EXPIRES: September 19, 2015
Bonded Third Budget Notary Services



Notary Public, State of Florida
My commission expires: Sept 19, 2015

Exhibit Pg. 6