

N13 000002183

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

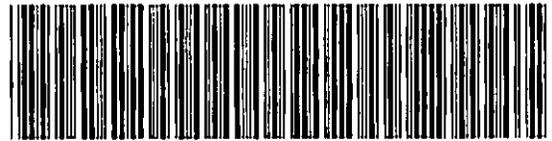
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

J. HORNE
MAR 16 2022

Office Use Only



800382627238

03/08/22--01025--012 **43.75

2022 MAR - 8 PM 4:26
SECRETARY OF STATE
MAIL SERVICES UNIT

FILED

FILED

2022 MAR -8 RHDH:NRG
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ESPLANADE BY SIESTA KEY MASTER ASSOCIATION, INC.
(Document Number n1300002183)

Pursuant to Section 617.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The following amendments to the Articles of Incorporation of this Corporation were duly adopted by the Corporation on February 21, 2022 at a duly noticed meeting of the Members of the Corporation at which a quorum of the Members of the Corporation were present in person or by proxy. The number of votes cast by the Members for the following amendments was sufficient for approval of the Amendments pursuant to the terms of Article XIII, Subsection C of the Articles of Incorporation of the Corporation.

(Words in ~~strike-through~~ type are deletions from existing text; words in underscore type are additions. Where substantial revisions are noted, please refer to current documents for existing text.)

2. The existing Article V. D. (previously amended in 2016) is to be amended as follows:

D. On all matters upon which the Membership shall be entitled to vote, there shall be only one (1) vote for each Lot. All votes shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Lot shall be entitled to cast the aggregate number of votes attributable to all Lots owned. There shall be no class voting requirement.

~~The Association shall have four (4) classes of voting membership:~~

~~— 1. Class "A" Members shall be the Owners of Single Family Lots in Esplanade by Siesta Key, with the exception of Declarant while Declarant is a Class "D" Member, each of whom shall be entitled to one (1) vote for each Single Family Lot owned.~~

~~— 2. Class "B" Members shall be the Owners of Villa Units in Villas I at Esplanade by Siesta Key, with the exception of Declarant while Declarant is a Class "D" Member,~~

Curtis D. Hamlin, Esq.
Fla. Bar No. 0237922
Porges, Hamlin, Knowles & Hawk, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

~~each of whom shall be entitled to one (1) vote for each Villa Unit owned in Villas I at Esplanade by Siesta Key.~~

~~3. Class "C" Members shall be the Owners of Condominium Units Villa Units in Villas II at Esplanade by Siesta Key, with the exception of Declarant while Declarant is a Class "D" Member, each of whom shall be entitled to one (1) vote for each Villa Unit owned in Villas II at Esplanade by Siesta Key.~~

~~4. Class "D" Member shall be Declarant, who shall be entitled to three times the total number of votes of the Class "A" Members, Class "B" Members and Class "C" Members plus one (1). Class "D" membership shall cease and be converted to Class "A," Class "B" and Class "C" membership upon the earlier to occur of the following events ("Turnover Date"):~~

~~(i) Three (3) months after the conveyance of ninety percent (90%) of the Total Developed Lots (as defined below) by Declarant, as evidenced by the recording of instruments of conveyance of such Homes amongst the Public Records of the County;~~
~~or~~

~~(ii) At such time as Declarant shall designate in writing to the Association.~~

~~On the Turnover Date, Class "A" Members, Class "B" Member and Class "C" Members, including Declarant, shall assume control of the Association and elect not less than a majority of the Board.~~

~~Notwithstanding anything to the contrary in any Neighborhood Association documents, all votes of the Owners shall be cast by the Owners and not by a Neighborhood Representative on all Association matters requiring a vote of the Owners.~~

3. The existing Article V. E. is to be amended as follows:

~~E. The designation of different classes of membership are for purposes of establishing the number of votes applicable to certain Lots, and nothing herein shall be deemed to require voting solely by an individual class on any matter which requires the vote of Members, unless otherwise specifically set forth in the Governing Documents.~~

Intentionally left blank.

4. The existing Article V. H. is to be amended as follows:

Curtis D. Hamlin, Esq.
Fla. Bar No. 0237922
Porges, Hamlin, Knowles & Hawk, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

H. There shall be only one (1) vote for each Lot, ~~except for the Class "D" Member as set forth herein.~~ If there is more than one (1) Member with respect to a Lot as a result of the fee interest in such Lot being held by more than one (1) person, such Members collectively shall be entitled to only one (1) vote. The vote of the Owners of a Lot owned by more than one (1) natural person or by a corporation or other legal entity shall be cast by the person named (the "Voting Member") in a voting certificate signed by all of the Owners of the Lot, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity and filed with the Secretary of the Association, and such voting certificate shall be valid until revoked by a subsequent voting certificate. If such a voting certificate is not filed with the Secretary of the Association, the vote of such Lot shall not be considered for a quorum or for any other purpose.

Notwithstanding the foregoing provisions, whenever any Lot is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a voting certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote:

1. When both are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Lot owned by them. In the event they are unable to concur in their decision upon any topic requiring a vote, they shall lose their right to vote on that topic at that meeting, but shall count for purposes of establishing a quorum.

2. When only one (1) spouse is present at a meeting, the person present may cast the Lot vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of said Lot shall not be considered, but shall count for purposes of establishing a quorum.

3. When neither spouse is present, the person designated in a "Proxy" (as defined in the Bylaws) signed by either spouse may cast the Lot vote, when voting by Proxy is allowed, absent any prior written notice to the contrary to the Association by the other spouse or the designation of a different Proxy by the other spouse. In the event of prior written notice to the contrary to the Association or the designation of a different Proxy by the other spouse, the vote of said Lot shall not be considered, but shall count for purposes of establishing a quorum.

5. The existing Article X. E. is to be amended as follows:

Curtis D. Hamlin, Esq.
Fla. Bar No. 0237922
Porges, Hamlin, Knowles & Hawk, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

E. The Initial Election Meeting shall be called by the Association, through the Board, within sixty (60) days after the Members other than Declarant are entitled to elect a majority of Directors as provided in Paragraph D hereof. A notice of meeting shall be forwarded to all Members in accordance with the Bylaws; provided, however, that the Members shall be given at least fourteen (14) days' notice of such meeting. The notice shall also specify the number of Directors which shall be elected by the Members.

At the Initial Election Meeting, a "staggered" term of office of the Board shall be created as follows:

1. One (1) Board member elected by the Class "A" Members (the Director receiving the least votes at the meeting) and the one (1) Board member elected by the Class "B" Members shall be established at one (1) year; and
2. the remaining Directors' terms of office shall be established at two (2) years.

At each Annual Members' Meeting thereafter, as many Directors of the Association shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years, expiring when their successors are duly elected and qualified. After the recordation of this amended Article X.E., there shall be no class voting, and all Director seats shall be open to any otherwise qualified Member.

~~If Class "A," Class "B" or Class "C" Members, as identified above, do not have a person duly voted upon and eligible to serve on the Board at the time of voting, then the Members will elect a Director "at large" to fill such vacancy.~~

In the event of any conflict between the Governing Documents and any Neighborhood Association documents as it affects the Association's election process, the Governing Documents shall control.

IN WITNESS WHEREOF, I have signed these Articles of Amendment to the Articles of Incorporation, as an authorized representative of the Corporation and acknowledge them to be my act this 4th day of March, 2022.



Marc Jurgovan, as its President

Curtis D. Hamlin, Esq.
Fla. Bar No. 0237922
Porges, Hamlin, Knowles & Hawk, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205