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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FESTIVAL HOMEOWNERS ASSOCIATION, INC.**

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
FESTIVAL HOMEOWNERS ASSOCIATION, INC.**
(A Florida corporation not for profit)

Pursuant to Chapter 617.1006 of the Florida Not For
Profit Corporation Act

LARA CONNOLLY, Secretary of FESTIVAL HOMEOWNERS ASSOCIATION, INC., a
Florida corporation not for profit ("Association"), does hereby certify under the seal of the
Association as follows:

1. The Association was originally incorporated on July 21, 2014, Document Number
N14000007163, under Chapter 617 of the laws of the State of Florida.

2. The Declaration of Protective Covenants, Restrictions and Easements for Festival was
recorded on September 19, 2014, in Official Records Book 9342, Page 1822, *et. seq.*, of the Public
Records of Polk County, Florida.

3. Article XIII, Section B, of the Articles provides that after the First Conveyance, and
prior to the Turnover Date, the Articles may be amended solely by a majority vote of the Board,
without the prior written consent of the Members, at a duly called meeting of the Board.

4. As of the date of this Certificate, the Turnover Date has not occurred.

5. The Board of Directors of the Association is desirous of amending the Articles, in
accordance with the requirements of Article XIII, Section B, of the Articles, to revise the classes of
Membership.

6. The following Amendment was approved by the Board of Directors by Written
Consent in Lieu of Meeting on November 7, 2017, and there are no Members entitled to vote on
the Amendment.

NOW, THEREFORE, the Articles are hereby amended as follows:

1. Article V, Section C, of the Articles is hereby amended to read as follows:

C. Membership in the Association for Owners other than Declarant shall be established by the acquisition of ownership of fee simple title to a Lot as evidenced by the recording of an instrument of conveyance amongst the Public Records of the County, or when an Owner leases a Home the lessee(s) shall also automatically become a Member in the Association as hereinafter provided for so long as such lessee is leasing the Home, however, such lessee(s) shall not have any voting rights in the Association, shall not be allowed to serve on the Board of the Association, and shall not be required to pay Assessments to the Association as such rights and obligation shall always remain with the Owner(s) of the Home(s) which are being leased. Where title to a Lot is acquired by conveyance from a party other than Declarant by means of sale, gift, inheritance, devise, judicial decree or otherwise, the person, persons or entity thereby acquiring such Lot shall not be a Member unless or until such Owner shall deliver a true copy of a deed or other instrument of acquisition of title to the Association.

2. Article V, Section D, of the Articles is hereby amended to read as follows:

D. The Association shall have ~~three (3)~~ two (2) classes of membership:

1. Class "A" Members shall be all Members, with the exception of Declarant while Declarant is a Class "B" Member and with the exception of Class "C" Members, each of whom shall be entitled to one (1) vote for each Lot owned. Class "A" Members shall be voting members.

2. Class "C" Members shall be all lessees of Homes who shall not have any voting rights in the Association.

~~3.~~ Class "B" Member shall be Declarant, who shall be entitled to three (3) times the total number of votes of all Class "A" Members plus one (1). Class "B" membership shall cease and be converted to Class "A" 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 Homes by Declarant, as evidenced by the recording of instruments of conveyance of such Homes amongst the Public Records of the County; or

(ii) upon the Class "B" Member abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the Governing Documents. There is a rebuttable presumption that Declarant has abandoned and deserted the Property if Declarant has unpaid Assessments or guaranteed amounts under Section 720.308 of the HOA Act for a period of more than two (2) years;

(iii) upon the Class "B" Member filing a petition seeking protection under Chapter 7 of the Federal Bankruptcy Code;

(iv) upon the Class "B" Member losing title to the Property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of developer rights and responsibilities first arising after the date of such assignment;

(v) upon a receiver for the Class "B" Member being appointed by a circuit court and not being discharged within 30 days after such appointment, unless the court determines within 30 days after such appointment that transfer of control would be detrimental to the Association or the Members; or

(vi) when, in its discretion, the Class "B" Member so determines.

Notwithstanding the foregoing, Class "A" Members are entitled to elect at least one (1) member of the Board when fifty percent (50%) of the Lots have been conveyed to Members other than Declarant.

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

3. Article V, Section E, of the Articles is hereby amended to read as follows:

E. The designation of different classes of membership are for purposes of establishing the number of votes applicable to certain Lots, except as provided herein for Class C Members which do not have the right to vote, 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.

4. Article V, Section F, of the Articles is hereby amended to read as follows:

F. No Member may assign, hypothecate or transfer in any manner his/her membership in the Association except as an appurtenance to his/her Lot, except as provided herein for Class C Members.

(words ~~struck through~~ are deleted; words **bolded and double-underlined** are added)

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Secretary of the Association this 7 day of November, 2017.

WITNESSES:

Kristin Pratt
Print Name: KRISTIN J PRATT

Jim Mitchell
Print Name: Jim Mitchell

FESTIVAL HOMEOWNERS
ASSOCIATION, INC., a Florida corporation
not for profit

By: Lara Connolly
LARA CONNOLLY, Secretary

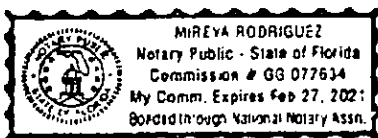
(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF Hillsborough)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by LARA CONNOLLY, as Secretary of FESTIVAL HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of November, 2017.

My Commission Expires:



Mireya Rodriguez
Notary Public
Mireya Rodriguez
Typed, printed or stamped name of Notary
Public