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J. MCNAIR

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Carmel In The Woods Homeowners' Association, Inc.
Name of Corporation

DOCUMENT NUMBER: N150000000112

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathy Carlson

Name of Contact Person

My HOA Services

Firm/Company

1615 Village Square Blvd, Suite 3

Address

Tallahassee, FL 32309

City/State and Zip Code

kathycarlson327@gmail.com

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

For further information concerning this matter, please call:

Kathy Carlson

Name of Contact Person

at (850) 222.9730

Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

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

2011 AUG 18 PM 4:52
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CARMEL IN THE WOODS HOMEOWNERS' ASSOCIATION, INC.

2017 AUG 18 PM 4:52

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned being a resident of the State of Florida and of full age, hereby amends the corporation not for profit in accordance with the laws of the State of Florida, and certifies as follows:

ARTICLE I-NAME

The name of the corporation is Carmel In The Woods Homeowners' Association, Inc., hereinafter called the "Association."

ARTICLE II-PRINCIPAL OFFICE

The principal office of this Association is 1615 Village Square Blvd, Suite 3, Tallahassee, FL 32309.

ARTICLE III-REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of the Association shall be:
My HOA Services, LLC, 1615 Village Square Blvd., Suite 3, Tallahassee, FL 32309.

ARTICLE IV-PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain for profit to its members. The specific purposes for which it is formed are to promote the health, safety and general welfare of the residents within that certain real property, herein called the "Subdivision", described in that certain Declaration of Covenants, Conditions, Restrictions and Easements for CARMEL IN THE WOODS, now or hereafter recorded among the Public Records of Leon County, Florida, and any amendments or modifications thereof, herein called the "Declaration", relating to the Subdivision and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of the Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lots and Common Area within the Subdivision, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, the Association is empowered to:

- (1) Exercise all of the powers and privileges, and to perform all 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; and
- (2) Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 and/or Chapter 720, Florida Statutes by law may now or hereafter have or exercise.

ARTICLE V-MEMBERSHIP AND VOTING RIGHTS

Each Owner of a Lot lying within the Subdivision subject to the Declaration shall upon acquisition of legal title to such Lot, become a member of the Association and shall retain such membership until such time as he shall no longer own a Lot subject to the Declaration, at which time his membership in the Association shall terminate.

Members shall all be Lot Owners and shall be entitled to one (1) vote for each Lot owned. When there shall exist multiple ownership in a given Lot, all such persons shall be Members and the vote from such Lot shall be exercised as they may determine among themselves, or as may hereinafter be determined by the Bylaws. No more than one (1) vote shall be cast with respect to any lot. The Declarant or the successor Declarant shall have the right to appoint all the members of the Board of Directors of the Association until it has sold all of its Lots.

ARTICLE VI-BOARD OF DIRECTORS

(a) **Composition:** The affairs of this Association shall be managed by a Board of Directors that shall initially consist of two (2) Directors and once Declarant has conveyed the property and until the first annual membership meeting thereafter, the Board shall consist of at least three (3) Directors selected in accordance with the Articles, but in any event, the number of Directors must always be three (3) or a multiple of three (3). The names and addresses of the persons, who are to act in the capacity of Directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed are:

NAME

ADDRESS

Porter E. Chandler, Chairman

5876 Dahlgren Trail
Tallahassee, FL 32312

Richard L. Singletary, Jr., Treas/Sec.

1429 Alligator Drive
Alligator Pt., FL 32346

(b) **Classes.** The initial Board of Directors herein designated shall serve until Declarant conveys property to the Association and until the first annual membership meeting thereafter. Thereafter, Directors will be elected or appointed to one of the three (3) classes: Class 1, Class 2, Class 3. Directors will be elected by class to provide for staggered terms. If the number of directors is increased, it shall be in multiple of three, and each new position must be assigned to a class so that each class will have an equal number of directors.

(c) **Term of Office.** The initial term for the Class 1 Director will be for one year. The initial term for the Class 2 Director will be for two years. The initial term for the Class 3 Director will be for three years. Subsequent terms for directors of any class will be for three (3) years; however, directors will always serve until resignation, removal or the election of their successors.

(d) **Qualifications.** Each Director must be a Member. If a Director ceases to be a Member during the term of office, that person will be automatically removed from the Board, effective when he or she ceases to be a Member.

(e) **Voting Procedure.** At each Annual Meeting, the Members will elect the Directors to replace the Directors of the class whose term of office is then expiring. Each Member will have one vote for each seat to be filled. No cumulative voting will be permitted. The candidates receiving the highest number of votes will be declared elected. The meeting will, in other respects, be conducted in accordance with the Articles and the Bylaws.

(f) **Removal.** After the first election, any Director may be removed from office, with or without cause, by at least a majority vote of the Members.

(g) **Vacancies: Replacement of Directors.** Any vacancy occurring in positions as Director may be filled by a majority vote of the remaining Board members. If the remaining Board members do not constitute a quorum, a special meeting of the Association may be called by any officer, or by any Member, to elect the new member to the Board.

(h) **Compensation.** Directors will not receive compensation for their service.

ARTICLE VII-OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer and such other officers as may be designated by the Bylaws and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be Members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follow:

NAME

ADDRESS

Porter E. Chandler, Chairman

5876 Dahlgren Trail
Tallahassee, FL 32312

Richard L. Singletary, Jr., Treas/Sec.

1429 Alligator Drive
Alligator Pt., FL 32346

ARTICLE VIII-OPERATION OF ASSOCIATION AND BOARD

Most day-to-day decisions about the maintenance of the Common Areas and enforcement of the Declaration, Articles and Bylaws are the responsibility of the Board, acting on the Members' behalf. For those decisions requiring Members' approval, the Association meeting provides a public opportunity for discussion.

A. Annual Meeting.

a. **When Called.** The Annual Meeting will be called every year for the election to the Board of the class of Directors whose term then expires and for other business requiring approval of the Members.

b. **Quorum.** Voting at an Annual Meeting requires the presence of (i) Members (in person or by proxy) representing 51 percent of votes and (ii) Declarant or its representative as long as Declarant owns at least one (1) Lot.

c. **Notice.** Notice of the Annual Meeting may be given by (i) mailing a notice to each Member at the last address furnished to the Association, (ii) delivering notices to the Members' dwellings or lots, (iii) electronically mailing a notice to each Member at the last electronic mail address furnished to the Association by the Member or (iv) posting conspicuous notices for the meeting in the Common Area. Notice should be given at least fifteen (15) days before the Annual Meeting.

B. Board Meeting.

a. **Board's Responsibility.** Except as specifically in this Article or in the Declaration or Bylaws the Board has been delegated the power, and has the authority to act on behalf of the Association in all matters.

b. **Quorum.** Voting at a Board meeting requires the presence of at least half (1/2) of the directors (in person or by proxy). Except as prohibited by law, action required to be taken by vote of the Board may be taken in the absence of a meeting by obtaining the written approval of a majority of the Board.

c. **Notices.** Notices of all meetings of the Board shall be posted in a conspicuous place in the Common Area 48 hours in advance, absent an emergency, mailed or electronically mailed to each Member at least seven (7) days before the meeting. If the Board desires to levy an assessment at a meeting, the notice must include a statement describing the assessment being considered and it must be mailed, delivered or electronically transmitted to the members and parcel owners or posted conspicuously on the property not less than fourteen (14) days before the meeting. All meetings must be open to the Members, except for meeting permitted by law to be closed.

C. **Record Keeping.** The Board shall keep, or cause to be kept, a record of all meetings, both of the Board and of the Association. For each action taken, the record must state the vote and a description of the action approved, and, if applicable, the reasons why the action was considered necessary, and a summary of the information on which the decision was based. The record must be available for inspection by any Member, except for records of closed meetings of the Board. Officers may be elected by the Board by secret ballot.

ARTICLE IX—INCORPORATOR

The name and address of the Incorporator of this Amendment of Articles of Incorporation is as follows:

NAME

Porter E. Chandler, Chairman

ADDRESS

5876 Dahlgren Trail
Tallahassee, FL 32312

ARTICLE X-DISSOLUTION

The Association will exist in perpetuity. However, this Association may be dissolved with the assent given in writing and signed by Members entitled to cast not less than two-thirds (2/3) of the votes of each class of Members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association, including but not limited to any SWMS, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such as assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any Member or other private individual.

ARTICLE XI-BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XII-AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended from time to time, as follows:

1. and until the first annual membership meeting thereafter, the initial Board of Directors may amend these Articles by a majority vote of the Directors.

Thereafter, these Articles may be amended as follows:

2. If the Board of Directors wishes to amend the Articles, the Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an Annual Meeting or Special Meeting of the Members entitled to vote on the proposed amendment.
3. Written notice setting for the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote; and
4. The proposed amendment must be adopted by a majority of the members entitled to vote present at a meeting either in person or by proxy, at which a quorum is present.
5. Members entitled to vote on proposed amendments.

B. Any number of amendments may be submitted and voted upon at any one meeting.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Leon County, Florida.

ARTICLE XIII-INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reasons of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XIV-INTERPRETATION

Express reference is hereby made to the terms, definitions and rules of interpretation contained in the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In subscribing and filing this Amendment to the Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and the Declaration be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of amending these Articles under the laws of the State of Florida, the undersigned, constituting that the initial Board of Directors met and voted unanimously to amend these Articles on May 3, 2017.

A handwritten signature in black ink, appearing to read 'Porter E. Chandler', is written over a horizontal line.

Porter E. Chandler, Chairman