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STATE
DIVISION OF CORPORATIONS
16 NOV 30 AM 8:11

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COVER LETTER

SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 NOV 30 AM 8:11

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Golf Club Villas at Providence Village Association, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

David Felice

(Name of Contact Person)

Terra Law Firm, P.A.

(Firm/ Company)

14910 Winding Creek Court

(Address)

Tampa, FL 33613

(City/ State and Zip Code)

dfelice@terralawfirm.com

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

For further information concerning this matter, please call:

David Felice

813

374-2363

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

Articles of Amendment
to
Articles of Incorporation
of

Golf Club Villas at Providence Village Association, Inc.

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

N16000010324

(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:

N/A

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:

N/A

(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

STATE OF FLORIDA
DIVISION OF CORPORATIONS
16 NOV 30 AM 8:11

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	_____	N/A	_____
<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)

Article IV- Definitions

Article V- Purpose and Powers of the Association

Article VI- Membership

Article VII- Voting Rights

Article VIII- Board of Directors

Article IX- Dissolution

Article X- Duration

Article XI- Bylaws

Article XII- Declaration and Bylaws

Article XIII- Indemnification

Article XV- Amendments

Article XVI- FHA/VA Approval

AMENDED ARTICLES OF INCORPORATION
OF
GOLF CLUB VILLAS AT PROVIDENCE VILLAGE ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapters 617 and 720, the undersigned, a resident of the State of Florida, and of full age, this day executes these Articles of Incorporation ("Articles") for the purpose of forming a corporation not-for-profit, and does hereby certify:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is GOLF CLUB VILLAS AT PROVIDENCE VILLAGE ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Association").

ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 5416 Boran Place Drive, Tampa, FL 33610.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 14910 Winding Creek Court, Tampa, Florida 33613, and Terra Law Firm, P.A. is hereby appointed the initial registered agent of this Association at that address.

ARTICLE IV DEFINITIONS

All terms used in these Articles shall have the same meaning as defined in the Village Declaration of Covenants, Conditions, Easements and Restrictions for Golf Club Villas at Providence, as the same may be amended and supplemented from time to time (the "Declaration"), unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning. The Declaration is subject to that certain Declaration of Covenants, Conditions and Restrictions for Providence as recorded in O.R. Book 6408, Page 1722, Public Records, Polk County, Florida ("Master Declaration").

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Village Common Areas, if any, as defined in the Declaration and as constructed on the Village Property, and to promote the health, safety and welfare of the residents of the Village Property, as described on Exhibit "A" of the Declaration, for the following purposes:

(a) 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 applicable to the Property and recorded (or to be recorded) in the Office of Clerk of the Court for Polk County, Florida, as the same may be amended from time to time as therein provided;

(b) to fix, levy, collect and enforce payment, by any lawful means, all charges and adequate assessments authorized under or pursuant to the terms of the Declaration; 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, if any;

(c) to acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property of the

Association, if any, in connection with the affairs of the Association consistent with the terms of the Declaration and the Master Declaration;

(d) to borrow money, and with the approval of at least two-thirds (2/3) of the Board and the consent of Declarant (to the extent Declarant still owns any portion of the Property), the power and authority to mortgage the property of the Association, if any, and to pledge the revenues of the Association as security for loans made to the Association which loans shall be used by the Association in performing its functions;

(e) to pledge Association revenues as security for the performance of any obligation to any governmental agency or authority;

(f) to dedicate, sell or transfer all or any part of the Village Common Area, if any, to any governmental unit, public utility, or private party approved by at least two-thirds (2/3) of the Board and (to the extent Declarant still owns any portion of the Property) Declarant;

(g) to operate, maintain and manage (i) the Village Common Property and (ii) Village Open Space, if any, in accordance with the Declaration and to perform the maintenance and care of the Village Property, as set forth in the Declaration, including, but not limited to, all landscaping pursuant to Section 5.01 of the Declaration;

(h) to have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Corporation Not For Profit Corporation Act by law may now or hereafter have or exercise, including, but not limited to, all powers contemplated by Chapters 617 and 720, Florida Statutes;

(i) to have and exercise any and all powers, rights and privileges set forth under the Declaration and the Bylaws;

(j) to file suits and/or pursue such legal rights and remedies as are available to the Association, and defend such suits as are filed by others against the Association or members of the Board; and

(k) to promulgate appropriate rules and regulations ("Rules") for the use and operation of the Village Property.

ARTICLE VI **MEMBERSHIP**

Every person or entity, other than the Association, who is a record owner of a fee or undivided fee interest of any Lot, Village Lot, Townhouse Lot or other property within the Village Property which is capable of individual ownership and which can be developed with Residential Units and which is subject to the Declaration, and thus to assessment by the Association, 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 Lot which is subject to assessment by the Association.

ARTICLE VII **VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A: Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When any Lot entitling the Owner to membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership or in any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of the individual shall be considered to

represent the will of all the Owners of that property. In the circumstance of such common ownership, if the Owners fail to designate their voting representative then the Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification the Owner may not vote until the Owner(s) of such Lot appoint their representative pursuant to this paragraph.

Class B: The Class B Member(s) shall be the Declarant and shall be entitled to seven (7) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership once Turnover has occurred in accordance with Article 10 of the Declaration.

ARTICLE VIII **BOARD OF DIRECTORS**

Section 1 Number. The affairs of the Association shall be managed by a Board of Directors ("Board"). Until Turnover of control by the Class B Member(s), the affairs of this Association shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Association and who shall be appointed by the Declarant. After Turnover and for so long as Declarant owns at least five percent (5%) of the Lots platted or to be platted in the Village Property, the Declarant shall be entitled to appoint one member of the Board. At such time as Declarant no longer owns any Lots within the Properties, the number of Directors may be increased or decreased by resolution adopted by the Board and an amendment to these Articles, provided there shall never be less than three (3) Directors or more than nine (9) Directors and the number of Directors shall always be an odd number (3, 5, 7 or 9) to avoid deadlock. All affairs of the Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Declaration. The initial Board of Directors shall serve until the appointment of their successors by Declarant or an election of their successors as provided in the Bylaws. Directors need not be Members of the Association if they are appointed by Declarant.

Section 2 Term. Directors shall be appointed to serve for three (3) year terms, unless a Director sooner dies, resigns or is removed. There shall be no limit to the number of terms any one Member or person may serve as a director. After Turnover, the length of a Director's term may be shortened to one (1) year and/or staggered terms for Directors may be established upon amendment of these Articles by the Board and Members.

Section 3 Removal. After Turnover, all Directors, except the one (1) Director appointed by Declarant, so long as Declarant owns at least five percent (5%) of the Lots as set forth in Article VIII, Section 1 above, shall be elected by the Members (other than Declarant) subject to the Bylaws; and any Director (other than a Director appointed by Declarant) may be removed from the Board, with or without cause, by a majority of the outstanding votes entitled to be cast by Members of the Association. Any Director which Declarant is authorized to appoint shall be appointed by Declarant in its sole discretion and may be removed with or without cause, at any time by Declarant and replaced by Declarant with any other person. In the event of death, resignation, incapacity or removal of a Director, the successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor, unless the vacancy is for a Director appointed by Declarant, in which event Declarant, in its sole discretion, shall appoint the replacement Director to the Board.

Section 4 Initial Directors. The names and addresses of the persons who are appointed by Declarant to act in the capacity of directors are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Jian Zheng	5416 Boran Place Drive, Tampa, FL 33610
2.	He Zheng	5416 Boran Place Drive, Tampa, FL 33610
3.	Philip Shangguan	44200 Ibero Way, Fremont, CA 94539

ARTICLE IX **DISSOLUTION**

The Association may only be dissolved upon termination of the Declaration by vote of the Members as set forth therein. Upon such dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, including, but not limited to the Village Common Property and Village Open Space, if any, shall be transferred to another not for profit corporation or appropriate public agency having similar purposes; provided, however, if no other not-for-profit corporation or agency will accept such property, then any Member or affected governmental instrumentality or agency, including the Water Management District, may petition the Circuit Court of the County in which the Village Property is located to appoint a receiver or trustee to conduct the affairs and fulfill the obligations of the Association with respect to such applicable portions of the Village Common Property, or otherwise dispose of the Village Common Property or portions thereof as the Circuit Court may deem appropriate. If a receiver or trustee is appointed, the Association shall be responsible for court costs, attorney's fees, and all other expenses of the receivership or trust shall constitute Village Common Expenses of the Association and shall be assessed against its Members. If the Association has been dissolved, or if the Association shall not have a sufficient number of directors, the receiver or trustee shall have all powers and duties of a duly constituted board of directors. The receiver or trustee shall serve until such time as the Circuit Court may deem appropriate.

ARTICLE X **DURATION**

The corporation shall exist perpetually.

ARTICLE XI **BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

ARTICLE XII **DECLARATION AND BYLAWS**

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

ARTICLE XIII **INDEMNIFICATION**

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

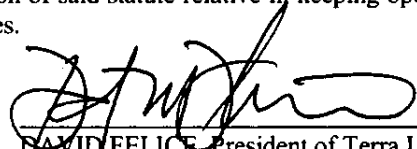
ARTICLE XIV **INCORPORATOR**

NAME
David Felice

ADDRESS
14910 Winding Creek Court, Tampa, FL 33613

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as registered agent for the above-stated corporation, at the place designated in the Articles to which this Certificate is attached, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states he is familiar with §617.0501, Florida Statutes.



DAVID FELICE, President of Terra Law
Firm, P.A.

Date: 11-4-2016

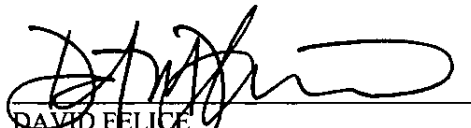
ARTICLE XV
AMENDMENTS

Prior to Turnover, amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of the Board of Directors. Following Turnover, these Articles of Incorporation shall be amended at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

ARTICLE XVI
FHA/VA APPROVAL

Notwithstanding anything herein to the contrary, as long Residential Units are being developed on the Village Property, Declarant may require the following actions to be approved in advance by (i) the Department of Housing and Urban Development, and (ii) the Federal Housing Administration (and/or the Veterans Administration): (1) annexation of additional real property to the Village Property, other than the "Additional Property," as defined in the Declaration and which may be subjected to the benefits and obligations of the Declaration; (2) the dedication of Village Common Areas, if any; and (3) amendment of the Declaration. Furthermore, to the extent it is required as a condition of obtaining approval by FHA/VA that Declarant make modifications to the Declaration, then Declarant shall have the right to so modify the Declaration without the necessity of joinder of the Board or any Owner or other party who may be affected.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 4th day of November, 2016.



DAVID FELICE

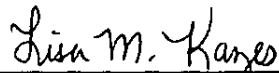
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of November, 2016, by **David Felice**. He is ☒ personally known to me or has produced _____ as identification.

(NOTARY SEAL)



LISA M. KAZES
MY COMMISSION # FF 101348
EXPIRES: April 11, 2018
Bonded Thru Budget Notary Services



NOTARY SIGNATURE
Lisa M. Kazes

PRINTED NOTARY SIGNATURE
Commission No. _____
My Commission Expires: _____

The date of each amendment(s) adoption: _____, 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.
- ☒ 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 _____

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)

(Typed or printed name of person signing)

(Title of person signing)