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NAME: ESPLANADE LAKE CLUB HOMEOWNERS ASSOCIATION INC

TYPE OF FILING: AMENDMENT

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**THIRD ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF ESPLANADE LAKE CLUB HOMEOWNERS ASSOCIATION, INC.**

Doc #: N18000005638

Pursuant to the provisions of Section 617.1006, Florida Statutes, ESPLANADE LAKE CLUB HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, adopts the following amendment to its Articles of Incorporation (the "Articles"), which pursuant to the Articles may be amended after the First Conveyance (as defined in the Articles), and prior to the Turnover Date, solely by a majority vote of the Board, without the prior written consent of the Members, at a duly called meeting or the Board:

1. Text of Amendment. Article V, Section D of the Articles is hereby amended as follows (CODING: Deleted language is marked with a ~~strike through line~~ and new language is marked by a double underline):

D. ~~The Association shall have three (3) classes of voting membership~~ The voting shares of Members shall be calculated as follows:

1. ~~"Class A Members" shall be the Owners of Single Family Lots in Esplanade Lake Club, with the exception of Declarant while Declarant is a Class "C" Member, each of whom~~ Each Member shall be entitled to one (1) vote for each ~~Single Family Lot owned Home.~~ Only Class "A" Members are entitled to vote on matters exclusively concerning the Single Family Lots.

2. ~~"Class B Members" shall be the Owners of Villa Units in Esplanade Lake Club, with the exception of Declarant while Declarant is a Class "C" Member, each of whom shall be entitled to one (1) vote for each Villa Unit owned. Only Class "B" Members are entitled to vote on matters exclusively concerning the Villa Units.~~

3. ~~2. "Class C Member" shall be Declarant, who shall be entitled to three (3) times the total number of votes of the Class "A" non-Declarant Members, however, Declarant's special voting rights and Class "B" Members plus one (1), Class "C" membership shall cease and be converted to Class "A" and Class "B" membership and Declarant shall be entitled to one (1) vote for each Home owned upon the earlier to occur of the following events ("Turnover Date"):~~

(a) 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

(b) upon the ~~Class-"C" Member~~ Declarant abandoning or deserting its responsibility to maintain and complete the community as described in the Governing Documents;

(c) upon the ~~Class-"C" Member~~ Declarant filing a petition seeking protection under Chapter 7 of the Federal Bankruptcy Code;

(d) upon the ~~Class-"C" Member~~ Declarant 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 Declarant rights and responsibilities first arising after the date of such assignment;

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

(f) at such time as Declarant shall designate in writing to the Association.

On the Turnover Date, ~~Class-"A" Members and Class-"B" Members, including other than~~ Declarant, shall assume control of the Association and elect not less than a majority of the Board. ~~Beginning at the Turnover Date and thereafter, if the Board consists of three (3) Directors, the Class-"A" Members shall elect two (2) Directors and the Class-"B" Members shall elect one (1) Director, if the Board consists of five (5) Directors, the Class-"A" Members shall elect three (3) Directors and the Class-"B" Members shall elect two (2) Directors, and if the Board consists of seven (7) Directors, the Class-"A" Members shall elect five (5) Directors and the Class-"B" Members shall elect two (2) Directors.~~

Members other than Declarant are entitled to elect at least one (1) member of the Board when fifty percent (50%) or the Homes in all phases of Esplanade Lake Club which will ultimately be operated by the Association have been conveyed to Members other than Declarant.

2. Approval of the Amendment.

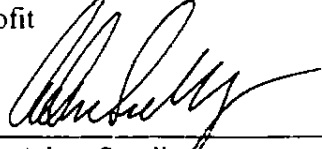
a. Article XIII, Section B of the Articles provides that after the First Conveyance and prior to the Turnover Date the Articles may be amended solely by a majority vote

of the Board, without the prior written consent of the Members, at a duly called meeting of the Board.

b. Turnover as described or defined in the Articles has not occurred; therefore, Members are not entitled to vote on a proposed amendment, and these Articles of Amendment were adopted and approved by the Board pursuant to Article XIII, Section B of the Articles, at a meeting of the Board duly called and held on June 29th, 2025.

Dated this 13th day of August, 2025.

**ESPLANADE LAKE CLUB HOMEOWNERS
ASSOCIATION, INC.**, a Florida corporation not
for profit

By: 

Name: Adam Smalley

Title: President