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☐ PICK-UP ☐ WAIT ☐ MAIL

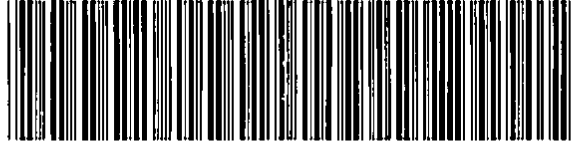
(Business Entity Name)

(Document Number)

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FILED
2020 MAR 20 PM 3:48

cc/aus
Amend

MAR 20 2020
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Cape Canaveral Beach Resort Owners' Association II, Inc.

DOCUMENT NUMBER: N20000000643

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

Please return all correspondence concerning this matter to the following:

Nina Pallatt

(Name of Contact Person)

Cape Canaveral Beach Resort Owners' Association II, Inc.

(Firm/ Company)

9271 S. John Young Parkway

(Address)

Orlando, Florida 32819

(City/ State and Zip Code)

npallatt@holidayinnclub.com

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

For further information concerning this matter, please call:

Nina Pallatt

407 395 6928

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:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 4, 2020

NINA PALLATT
9271 S. JOHN YOUNG PARKWAY
ORLANDO, FL 32819

SUBJECT: CAPE CANAVERAL BEACH RESORT OWNERS' ASSOCIATION II,
INC.

Ref. Number: N20000000643

We have received your document for CAPE CANAVERAL BEACH RESORT OWNERS' ASSOCIATION II, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attached should read Attachment to the Articles of Amendment.

Bylaws are not filed with this office. Please retain them for your records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 920A00004813

2020 MAR 20 PM 1:21

Articles of Amendment
to
Articles of Incorporation
of

FILED
2020 MAR 20 PM 3:48
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

Cape Canaveral Beach Resort Owners' Association II, Inc.

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

N20000000643

(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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

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:

(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

See Attachment

The date of each amendment(s) adoption: 1/10/2020, 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.

ATTACHMENT TO THE AMENDMENT

FOR

CAPE CANAVERAL BEACH RESORT OWNERS' ASSOCIATION II, INC.

(A Florida Not-for-Profit Corporation)

We the undersigned, being natural persons competent to contract, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, do hereby adopt, subscribe and acknowledge the following Articles of Incorporation (as the same may be amended or otherwise modified from time to time, the "**Articles**");

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Cape Canaveral Beach Resort Owners' Association II, Inc. (hereinafter referred to as the "**Association**"). The street and mailing address of the principal office of the Association is 1000 Shorewood Drive, Cape Canaveral, Florida 32920.

ARTICLE II. DEFINITIONS

All capitalized but otherwise undefined terms used in these Articles shall have the meanings ascribed to such terms by the Declaration of Covenants, Conditions, and Restrictions of Cape Canaveral Beach Resort II to which these Articles are attached as an exhibit, as the same may be amended or otherwise modified from time to time (the "**Declaration**"), unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE III. TERM OF EXISTENCE

Corporate existence shall commence with the filing of these Articles with the Secretary of State of the State of Florida. The Association shall exist in perpetuity until such time as the Association is dissolved in accordance Chapter 617, Florida Statutes, and such dissolution is filed with the Secretary of State of the State of Florida.

ARTICLE IV. PURPOSE

The purpose for which the Association is organized is to manage, operate and maintain a timeshare plan established pursuant to the Declaration, and for any other lawful purpose.

ARTICLE V. POWERS

The Association shall have all common law and statutory powers permitted a not-for-profit corporation under Florida law that are not in conflict with these Articles, together with such additional specific powers as are contained in the Declaration and Bylaws of the Association, and all of the power reasonably necessary to implement the purposes of the Association. All funds and title to all property acquired by the Association, together with the proceeds thereof, shall be held only for the benefit of the members of the Association in accordance with the provisions of the Declaration.

ARTICLE VI. QUALIFICATION OF MEMBERS,
THE MANNER OF THEIR ADMISSION, AND VOTING

Section 1. The Incorporators (as named in Article VII) constitute the sole members of the Association until the establishment of the timeshare plan (the "**Timeshare Plan**") pursuant to the Declaration. Upon the establishment of the Timeshare Plan, Holiday Inn Club Vacations Incorporated, its successors and/or assigns (hereinafter referred to as "**Developer**"), shall hold all timeshare interests in the Timeshare Plan, and thereby all memberships in the Association. Each purchaser of a timeshare interest in the Timeshare Plan (each an "**Interest**") shall become a member of the Association at the time of closing on the purchase of his or her Interest. Ownership of an Interest shall be a prerequisite to exercising any rights as a member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust or any other appropriate legal entity with the power to hold title to an Interest. The Association may create various classes of membership.

Section 2. Each Owner's membership in the Association shall terminate upon the termination of the Trust or upon transfer of ownership of all of an Owner's Interests, provided such transfer is permitted under the provisions of the Declaration and the Bylaws. The transferor's membership shall automatically transfer and be vested in the new Owner succeeding to the Interest, subject to a lien thereon for all unpaid assessments, charges and expenses. The Association may rely upon evidence of a recorded deed or other instruments of conveyance as evidence of the transfer of ownership and thereupon terminate the transferor's membership in the Association and recognize the membership of the transferee.

Section 3. Each Owner shall have the number of votes as set forth in the Bylaws.

Section 4. The share of an Owner in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Owner's Interest.

ARTICLE VII. INCORPORATORS

The names and addresses of the Incorporators of the Association are as follows (the "**Incorporators**");

<u>Name</u>	<u>Address</u>
Michael J. Thompson	9271 S. John Young Pkwy., Orlando, FL 32819

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Association shall be managed and conducted by a Board of Directors (hereinafter, the "**Board**"). The number, terms of office and provisions regarding election, removal and filling of vacancies on the Board shall be as set forth in the Bylaws of the Association. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

Brian T. Lower
9271 S. John Young Pkwy.
Orlando, Florida 32819

Michael J. Thompson
9271 S. John Young Pkwy.
Orlando, Florida 32819

Lori A. Howell
9271 S. John Young Pkwy.
Orlando, Florida 32819

ARTICLE IX. OFFICERS

The officers of the Association shall consist of a President, a Vice President, a Secretary/Treasurer, and such other officers as the Board may from time to time deem appropriate. The officers of the Association shall be elected by the Board at each annual meeting of the Board, and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting of the Board by the affirmative vote of a majority of the members of the Board, with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Brian T. Lower	9271 S. John Young Pkwy. Orlando, Florida 32819
Vice President	Michael J. Thompson	9271 S. John Young Pkwy. Orlando, Florida 32819
Secretary/Treasurer	Lori A. Howell	9271 S. John Young Pkwy. Orlando, Florida 32819

ARTICLE X. BYLAWS

The Bylaws of the Association are to be made or approved by the initial Board and thereafter may be amended, altered, modified or rescinded as set forth in the Bylaws and as permitted by law.

ARTICLE XI. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Amendments to these Articles shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) Until the first election of a majority of directors by members other than Developer, proposal of an amendment and approval thereof shall require the affirmative action of a majority of the entire membership of the Board, and no meeting of the members of the Association nor any approval thereof is required, unless such meeting or approval is required by the Declaration or Florida law.

(c) After the first election of a majority of directors by members other than Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than a majority of all the directors and by not less than a majority vote of all of the voting interests of the Association. Any number of amendments may be submitted to the members of the Association and voted upon by them at one meeting.

(d) An amendment when adopted shall be effective when filed with the Secretary of State of the State of Florida.

(e) Notwithstanding the provisions of this Article XI, these Articles may be amended by Developer (without the consent or approval of the Board or Association members) as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as Developer may deem appropriate, in its sole discretion, to carry out the purposes of or to expand or enhance the Timeshare Plan.

Section 2. Notwithstanding anything herein to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the members and the consent of all record holders of mortgages upon any interests or upon property held by the Association to the extent that such amendments adversely affect the priority of the Mortgagees' liens or the Mortgagees' rights to foreclose the Mortgagees' liens or that otherwise materially affect the rights and interests of the Mortgagees. No amendment shall be made that is in conflict Chapter 721, Florida Statutes, or the Declaration. No amendment that affects the rights and privileges provided to Developer in Chapter 721, Florida Statutes, or the Timeshare Plan Documents shall be effective without the written consent of Developer.

ARTICLE XII. ADDITIONAL PROVISIONS

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Trust Agreement.

Section 2. The Association shall not be operated for profit. This corporation is organized under a non-stock basis, no dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors or officers. The Association may pay compensation in a reasonable amount to its members for services rendered (other than for service as a board member or officer), and may confer benefits upon its members as permitted by law. No such payment, benefit or distribution or distribution of insurance proceeds or condemnation awards as set forth in the Bylaws shall be deemed to be a dividend or distribution of income.

Section 3. Any assessments or fees collected by the Association, or by any managing entity acting on behalf of the Association, are held for the benefit of the members of the Association and shall not be considered income of the Association.

Section 4. Where the context of these Articles permits, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 5. Should any paragraph, sentence, phrase or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations promulgated thereunder be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts thereof or of the remaining instruments or the application of such provisions to different circumstances.

Section 6. To the extent permitted by applicable law, the Association shall indemnify every director and every officer of the Association, together with his/her heirs, executors and administrators, against all loss, cost and expense, including attorneys' fees, reasonably incurred by or imposed upon him/her in connection with any action, suit or proceeding to which he/she may be made a party or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, except as to matters wherein the director or officer shall be finally adjudged in such action, suit or proceeding, to be liable for or guilty of gross negligence or willful misconduct in the performance of his/her duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII. REGISTERED AGENT

The name and address of the initial registered agent for the service of process upon the Association is:

National Registered Agents, Inc.

1200 South Pine Island Road

Plantation, FL 33324

The above address is also the address of the registered office of the Association.

IN WITNESS WHEREOF, the subscribing Incorporators have hereunto set their hands and caused these Articles of Incorporation to be executed this 9th day of January, 2020.

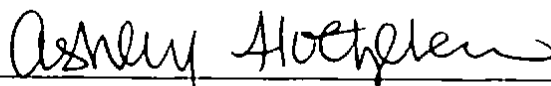


Michael J. Thompson, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

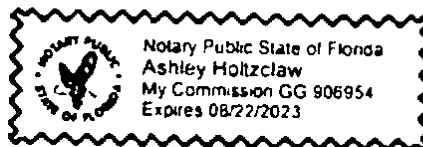
The foregoing instrument was acknowledged before me this 9th day of January, 2019, by Michael J. Thompson, as Incorporator of Cape Canaveral Owners' Association II, Inc. He/she is personally known to me.



(Signature of Notary Public)



(Print, Type, or Stamp Commissioned Name of Notary Public)



ACCEPTANCE BY AGENT

Having been designated as registered agent to accept service of process for Cape Canaveral Owners' Association II, Inc. within the State of Florida, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

NRAI Services, Inc.

By: Natalie Leiba-Paul
(Signature of Registered Agent)

January 10, 2020

(Date)

If signing on behalf of an entity:

Natalie Leiba-Paul

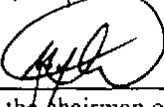
Assistant Secretary

(Typed or Printed Name)

(Capacity)

☒ 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 2/4/2020

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)

Michael J Thompson

(Typed or printed name of person signing)

Vice President

(Title of person signing)