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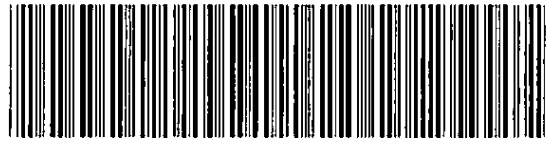
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2024 MAY -2 AM 9:29

DIAMOND RANCH EQUESTRIAN ESTATE
HOMEOWNERS ASSOCIATION, INC.
272 Family Ranch Drive
Brooksville, FL 34604-6889

April 25, 2024

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Diamond Ranch Equestrian Estates Homeowners Association, Inc.
Document #: N21000006797

To Whom It May Concern:

The enclosed Resolution to Adopt Amendment to Articles of Incorporation (1 page) and the corresponding Amendments to Articles of Incorporation (5 pages) are submitted for filing.

Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department of State, to cover the filing fees.

Please send any correspondence to the above address and for any further information please contact me at 925-260-3434. Thank you for your prompt attention to this matter.

Sincerely,



Stephanie Rodriguez
President

SR/sg

Encl. as listed

**Amendment to ARTICLES OF
INCORPORATION FOR
Diamond Ranch Equestrian Estates Owners' Association, Inc.**

FILED
2024 MAY -2 AM 9:29
SECRETARY OF STATE

The members and directors at a duly called meeting held November 17, 2023 for the purposes of same, hereby amend the Articles of Incorporation of DIAMOND RANCH EQUESTRIAN ESTATES OWNERS ASSOCIATION, INC., as follows:

Article III shall be replaced in it's entirety with the following:

**ARTICLE III
TERM OF EXISTENCE & PURPOSE**

The period of the duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence when filed with the Secretary of State.

The general nature, objects, and purposes for which this Corporation is exclusively organized and operated are to own, maintain, and administer the community property and facilities of the residential community known as **DIAMOND RANCH EQUESTRIAN ESTATES** in Hernando County, Florida, to make rules and regulations; administer and enforce the covenants and restrictions; to collect and disburse assessments and charges; all for the efficient preservation, protection, and enhancement of the values and amenities in **DIAMOND RANCH EQUESTRIAN ESTATES** to ensure the residents' enjoyment of the specific rights, privileges, and easements in the community personal property; and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific, or educational purposes.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on, any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization will be turned over to one or more organizations, which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954

or corresponding.

The corporation shall exist in perpetuity. However, in the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of any surface water or stormwater management and control or right of access to any property containing the surface water management system facilities must be transferred to and accepted by an entity identified in sections 12.3.1 (a) - (f) of the ERP Applicant's Handbook Volume 1., who has the powers listed in section 12.3.4(b)1-8 of the ERP Applicant's Handbook Volume 1. and the covenants and restrictions required in section 12.3.4(c)1-9 of the ERP Applicant's Handbook Volume 1. and the ability to accept responsibility for the operation and maintenance of the system described in section 12.3.4(d)1 or 2; and c of the ERP Applicant's Handbook Volume 1.

The following Articles are added:

ARTICLE IX POWERS OF THE CORPORATION

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617, Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all charitable, scientific, and educational purposes for which the Corporation is organized, subject, however, to the following:

- A. This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended or corresponding provisions of any subsequent Federal tax law.
- B. This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended or corresponding provisions of any subsequent Federal tax laws.
- C. This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended or corresponding provisions of any subsequent Federal tax laws.
- D. This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended or corresponding provisions of any subsequent Federal tax laws.
- E. This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended or corresponding provisions of any subsequent Federal tax laws.

F. The Corporation shall operate and maintain the surface water or storm water management systems including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas and wetland mitigation areas in a manner consistent with the Southwest Florida Water Management District Environmental Resource Permit 46032947.000 requirements and applicable district rules, and shall assist in the enforcement of the Declaration that relate to the surface water or stormwater management system.

The Corporation shall levy, collect and enforce adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

The Corporation shall have the authority to contract for services to provide for operation and maintenance of the surface water or stormwater management system.

The Corporation acknowledges that the Southwest Florida Water Management District has the right to take enforcement action, including a civil action for an injunction and penalties, against the Corporation to compel it to correct any outstanding problems with the system facilities or in mitigation or conservation areas under the responsibility or control of the Corporation.

ARTICLE X MEMBERSHIP AND VOTING RIGHTS

A. **MEMBERSHIP ELIGIBILITY.** A person shall become a member of this Corporation simultaneously with the recording of their instrument of conveyance with the Clerk of the Circuit Court of Hernando County, Florida. If title to such property is held by more than one person, each such person shall become a member.

B. VOTING OF MEMBERSHIP

a. **Classes of Membership.** The Corporation shall have two classes of voting membership: Class A and Class B. So long as there is a Class B membership, Class A members are all members, except for **IRENIC HOLDINGS, LLC**, Developer. The Class B member shall be the Developer. Upon termination of Class B membership, as hereinafter provided, Class A members are all members, including the Developer so long as the Developer is an owner of real property in **DIAMOND RANCH EQUESTRIAN ESTATES**. All members, Class A or Class B, are entitled to cast one vote for each Tract owned in **DIAMOND RANCH EQUESTRIAN ESTATES**, except for the election of the Board of Directors, which shall be voted on by the Class B members until the termination of the Class B membership as hereinafter provided, and then shall be voted upon by the Class A members.

b. **Co-Ownership.** If title to a Tract in **DIAMOND RANCH EQUESTRIAN**

ESTATES, is held by more than one person, each such person shall be a member, but there may be only one vote cast with respect to such Tract, with the vote exercise as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote of the Class A membership is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Corporation to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Tract is held in a tenancy by the entireties, either tenant is entitled to cast the vote for such Tract unless and until the Corporation is notified otherwise in writing.

c. **Class B Membership Termination.** The Class B membership shall terminate automatically when the Developer conveys, other than to a successor developer, all of its right, title, and interest in and to all of the Tracts of **DIAMOND RANCH EQUESTRIAN ESTATES**. For purposes of this subsection, a Tract shall be considered conveyed when the deed for such Tract is duly recorded in the records of Hernando County, Florida.

Upon termination of the Class B membership, all provisions herein referring to Class B membership shall be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

ARTICLE XI BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the Class B members of the Corporation, at a duly called meeting, as provided in the Bylaws, until the termination of the Class B membership as set forth in Article VI above. Upon the termination of the Class B membership, the Board of Directors shall be elected annually by majority vote of the Class A members of the Corporation, at a duly called meeting, as provided in the Bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the Bylaws of the Corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

Directors of this Corporation may be removed, with or without cause, by the Class B members (or Class A members, if the Class B membership has been terminated) at a meeting duly called in the manner set out in the Bylaws.

ARTICLE XII BYLAWS

The Bylaws of this Corporation may be made, altered, or rescinded from time to time, in whole or in part, by a majority vote of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the Bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the Secretary of this Corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XIII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by resolution adopted by the majority vote of the members of the Corporation present at any meeting duly called and convened; provided however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the Corporation or ten (10) days advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the Corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

RESOLUTION TO ADOPT AMENDMENT TO ARTICLES OF INCORPORATION


The undersigned, being all of the Members and all of the Directors of Diamond Ranch Equestrian Estate Homeowners Association, pursuant to Article XII of the Articles of Incorporation of the Corporation and the Florida Corporation Act, hereby consent to and adopt the following resolutions and actions:


RESOLVED that the Corporation has been notified a Southwest Florida Water Management District Environmental Resource Permit was granted for the properties in 2007.

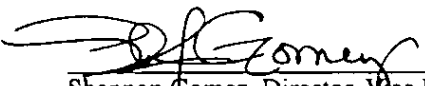
RESOLVED that the Articles of Incorporation be amended to include provisions to authorize the Corporation to manage any systems within the Permit as more specifically outlined in the attached Amendment to Articles of Incorporation attached hereto as Exhibit "A".

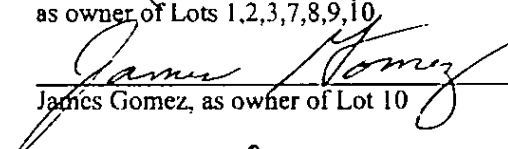
RESOLVED all portions of the Articles of Incorporation not amended by this resolution remain in full force and effect.

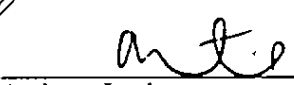
Dated this 17th day of November, 2023



Stephanie Rodriguez, Director, President &
as owner of Lots 11 & 12



Yvette Basile, Treasurer & as owner of Lot 11


Shannon Gomez, Director, Vice President &
as owner of Lots 1,2,3,7,8,9,10

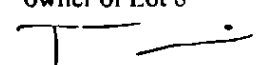

James Gomez, as owner of Lot 10

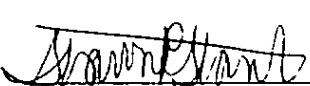

Anthony Laviano, as owner of Lot 2

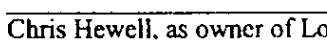

Patrick Hewell, as owner of Lot 6

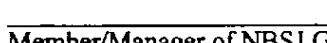

Melissa Hewell, Director, Secretary & as owner
of Lot 5

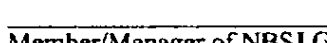

Lindsay Hewell, Director, Treasurer & as
owner of Lot 6


Trevor Laviano, as owner of Lot 3


Shawn Stanton, as owner of Lots 1,2,3,7,8,9


Chris Hewell, as owner of Lot 5


Member/Manager of NBSJ Group LLC, owner
of Lot 4


Member/Manager of NBSJ Group LLC, owner
of Lot 4