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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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May 31, 2007

Via U.S. Certified Mail Delivery RRR#7006-0100-0005-7427-0993

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

*RE: Articles of Amendment to the Articles of Incorporation of Royal Oaks of
Citrus Homeowners Association, Inc.*

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation of Royal Oaks of Citrus Homeowners Association, Inc. for filing with the Division of Corporations. Also, enclosed is our check in the amount of \$43.75 to cover your fee for filing of amendments and to obtain a certified copy of the same. Please return the certified copy and letter of acknowledgment to my office.

Thank you for your assistance in this matter.

Yours truly,

KAREN O. GAFFNEY, P.A.



Karen O. Gaffney, Esquire

KOG/pcm
Enclosure: as stated

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF ROYAL OAKS OF CITRUS HOMEOWNERS ASSOCIATION, INC.

A Corporation Not For Profit

Pursuant to the provisions of Section 617.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I. - NAME

1. The name of the Corporation is Royal Oaks of Citrus Homeowners Association, Inc.

ARTICLE II. - ADDRESS

The principal office of the Association is located at 2450 N. Citrus Hills Blvd., Hernando, FL 34442.

ARTICLE III. - REGISTERED AGENT

Michael Tringali, whose address is 2450 N. Citrus Hills Blvd., Hernando, FL 34442, is the Registered Agent of the Corporation.

ARTICLE IV. - PURPOSE

The purposes for which this Corporation is organized are:

- (a) The primary purpose of the Corporation is to maintain the common areas and all other areas for which the corporation is responsible as described in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Royal Oaks (hereinafter referred to as Declaration) as filed in the Public Records of Citrus County, Florida in O.R. Book 2084 pages 1015 thru 1067; to make and collect assessments and special assessments against Owners as provided and described in said Declaration; and to do all other things required or permitted to be performed by the Homeowners Association as provided in said Declaration, as amended from time to time.
- (b) To hire necessary managers and other employees to provide security and other services as required or permitted by said Declaration, as amended from time to time.

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- (c) To acquire and hold, and dispose of tangible and intangible personal property and real property necessary to the performance of its obligations under said Declaration, as amended from time to time.
- (d) To exercise any other right or privilege given or implied by law, except where it contravenes the provisions of said Declaration, as amended from time to time.
- (e) Notwithstanding any of the above statements of powers and purposes, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

ARTICLE V. – QUALIFICATION OF MEMBERS

Members shall be qualified and admitted in accordance with the provisions of Article IV of the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Royal Oaks as filed in the Public Records of Citrus County, Florida in O.R. Book 2084, pages 1015 thru 1067.

ARTICLE VI. – BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who must be members of the Association. The five (5) Board members shall be as follows:

- (a) The President
- (b) The Vice-President
- (c) The Secretary/Treasurer
- (d) The Maintenance Director
- (e) Director at Large

ARTICLE VII. - OFFICERS

The business affairs of this Corporation shall be conducted by a President and a Vice President who shall at all times be members of the Board of Directors, a Secretary/Treasurer and such other officers as the Board of Directors may from time to time by resolution create. All officers must be members of the Association. These enumerated officers shall be selected annually by the Board of Directors for terms of

one (1) year, or until a successor is duly elected, unless he shall sooner resign, be removed, or be otherwise disqualified to serve.

ARTICLE VIII. - MANAGEMENT

The business affairs of the Corporation shall be managed by the Board of Directors, subject to any responsibilities and restrictions contained in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Royal Oaks of Citrus Homeowners Association, Inc., filed in the Public Records of Citrus County, Florida in O.R. Book 2084, pages 1015 thru 1067.

ARTICLE IX. - BY LAWS

The power to amend, alter, or repeal the By-laws or to adopt new By-laws shall be in the Board of Directors of the Corporation by a majority vote at a duly convened meeting or by a written consent in lieu of meeting signed by all the Directors: provided that written notice of the proposed action has been given each Member by regular U.S. Mail addressed to his or its last known address at least ten (10) days prior to said action.

ARTICLE X. - AMENDMENT OF ARTICLES OF INCORPORATION

The power to amend, alter, or repeal the Articles of Incorporation or to adopt new Articles of Incorporation shall be in the Board of Directors of the Corporation by a majority vote at a duly convened meeting or by a written consent in lieu of meeting signed by all the Directors: provided that written notice of the proposed action has been given each Member by regular U.S. Mail addressed to his or its last known address at least ten (10) days prior to said action: provided.

ARTICLE XI. - POWERS

The Corporation shall have all the powers granted corporations not for profit under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the purposes set forth in Article IV hereof.

ARTICLE XII. - MEMBERSHIP VOTING

Members shall be qualified and entitled to vote as provided in Article IV of the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Royal Oaks of Citrus Homeowners Association, Inc. filed in the Public Records of Citrus County, Florida, in O.R. Book 2084, pages 1015 thru 1067 as amended from time to time.

ARTICLE XIII. - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association 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 assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Members of the Corporation shall not have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any Trustee, Officer, Member or individual. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding the foregoing, no person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this Corporation in/and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any Member, Officer, or Trustee of this Corporation.

ARTICLE XIV – DURATION

The corporation shall exist perpetually.

ARTICLE XV. - INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance, or found to have breached his

fiduciary duty, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

The effective date of the ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ROYAL OAKS OF CITRUS HOMEOWNERS ASSOCIATION, INC., described herein, shall be Dec. 11th, 2006.

The amendments were adopted on the 11th day of Dec., 2006.

The amendments were duly approved by the Members in accordance with section 720.306.

Dated this 11th day of December, 2006.

Vanessa Leal
Susan Reiffert

Royal Oaks of Citrus Homeowners Association, Inc.

Patrick M. O'Block (SEAL)
By: _____, President

STATE of FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 11th day of December, 2006, by PATRICK M. O'Block President of Royal Oaks of Citrus Homeowners Association, Inc., a Florida Corporation, who is personally known to me or who has produced personally known as identification and who did take an oath.

Karen O. Gaffney
Notary Public
Commission # DD447917
Expires July 24, 2009
Gonzalez Troy Fain - Insurance, Inc. 800-385-7019

Acceptance by Registered Agent

The undersigned accepts appointment as registered agent for Royal Oaks of Citrus Homeowners Association, Inc.

Michael Tringali
MICHAEL TRINGALI