N44046

Barnett Center
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4501 Tamiami Trail North
Naples, Florida 34103-3060

Quarles & Brady

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	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
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Amend 4-12-99

Examiner's Initials	LF

CR2E031(1/95)

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 31, 1999

QUARLES & BRADY
BARNETT CENTER, SUITE 300
4501 TAMIAMI TRAIL NORTH
NAPLES, FL 34103-3060

SUBJECT: HAWKSRIDGE PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: N44040

We have received your document for HAWKSRIDGE PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

done ✓ Please correct your document to reflect that it is filed pursuant to the correct statute number.

done ✓ The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 999A00015472

850-487-6910

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

HAWKSRIDGE PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

I. Article VI of the Articles of Incorporation is hereby deleted in its entirety and a new Article VI is hereby inserted as follows:

Note: Substantial rewording of Article VI. For present text see existing Article VI of Articles of Incorporation.

ARTICLE VI
Voting Rights

There are 94 single family Plots and 95 condominium units located within HawksRidge. Each Member is entitled to the following votes:

1. For each single family Plot owned by such Member, one and one-half (1.5) votes; and

2. For each condominium unit owned by such Member, one (1) vote.

3. When more than one Person holds an interest in any Plot, all such Persons shall be Members. The vote of such Plot shall be exercised as they determine, but in no event shall the vote cast for any Plot exceed the number of votes determined for the Plot under this Article of the Declaration.

II. Article VII of the Articles of Incorporation is hereby amended as follows:

Note: New language is underlined; language being deleted is shown in ~~struck through~~ type.

ARTICLE VII
Board of Directors

The affairs of the Association will be managed by a Board of Directors whose members shall be designated as Directors of the Association. The number of Directors shall be ~~determined by the By-laws,~~ three (3). ~~but in no case shall be less than three prior to transfer of Association control pursuant~~

~~to Article VI. The initial Directors of the Association shall be appointed by the Developer, and the Developer shall continue to appoint all of the Directors until transfer of Association control to the members, other than Developer. After transfer of Association control the~~ The ~~sub-class of~~ single family plot owners shall elect one (1) Director, the ~~sub-class of multi-family~~ Condominium unit owners shall elect one (1) Director, and one (1) Director shall be elected at large. Each Director to be elected ~~by a sub-class may either be elected by the Board of Directors of a Neighborhood Association of that particular sub-class, or may~~ shall be elected by the voting interests of ~~that particular sub-class,~~ the single family plot owners for the single family Director position; the Condominium unit owners for the Condominium Director position; and all owners for the at large position, voting at the Association's annual meeting or at any special meeting called for that purpose. The Director(s) shall be the candidate(s) receiving the highest number of votes for the respective positions.

2. Any vacancies in the Board of Directors shall:

A. Be appointed by the ~~Developer~~ Board of Directors to fill the balance of the vacated term~~, if the vacating director was appointed by the Director;~~ All appointments must be made from within the appropriate sub-class within the HawksRidge community (i.e. single family, Condominium, or at large).

B. ~~Be elected by a sub-class if the vacating director was elected by such sub-class;~~ In the event the Board of Directors is unable to appoint an owner to fill a vacancy on the Board, either because the Board cannot obtain a quorum or a majority vote, then in such event the vacancy shall be filled by special election by the single family plot owners if the vacating Director was elected by the single family plot owners; by the Condominium unit owners if the vacating Director was elected by the Condominium unit owners, or elected at large if the vacating Director was elected at large. The elected Director shal fill the balance of the vacating Director's term.

~~C. Be elected at large if the vacating director was elected at large; or~~

~~D. Be elected by the Board of Directors of the Neighborhood Association if the vacating director was elected by such Board of Directors.~~

3. Prior to, or not more than 60 days after, the time that members other than the Developer elect a majority of the members of the Board of Directors of the Association, the Developer shall transfer control of the Association and the members shall accept control.

~~4. The initial Board of Directors shall consist of three (3) directors appointed by Peninsula Improvement Corporation. The names and addresses of the initial directors are:~~

~~A. Dave Borden~~
~~2600 Golden Gate Parkway, Suite 200~~
~~Naples, Florida 33942~~

~~B. Ross Longmire~~
~~2600 Golden Gate Parkway, Suite 200~~
~~Naples, Florida 33942~~

~~C. Brian Nelson~~
~~2600 Golden Gate Parkway, Suite 200~~
~~Naples, Florida 33942~~

Unless contrary provisions are made by law, each Director's term of office shall be for one (1) year, provided that all Directors shall continue in office until their successors are duly elected or appointed, and installed. Directors may serve successive annual terms without limitation.

A majority of the Directors shall constitute a quorum at meetings of the Board. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Board. Each Director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

Any meeting of the members of the Board of Directors of the Association may be held within or without the State of Florida.

III. Article VIII of the Articles of Incorporation is hereby amended as follows:

Note: New language is underlined; language being deleted is shown in ~~struck through~~ type.

ARTICLE VIII
Officers

The Board of Directors may elect officers from among its members. The officers of the Association shall be the President, a Secretary/Treasurer, and such other officers and assistant officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in the By-Laws. ~~The initial officers of the Association who are to serve until their successors are elected or appointed as provided in the By-Laws are as follows:~~

~~1. Ross Longmire - President~~
~~2600 Golden Gate Parkway, Suite 200~~
~~Naples, Florida 33942~~

~~2. Brian Nelson - Secretary/Treasurer~~
~~2600 Golden Gate Parkway, Suite 200~~
~~Naples, Florida 33942~~

IV. Article XIII of the Articles of Incorporation is hereby amended as follows:

Note: New language is underlined; language being deleted is shown in ~~struck through~~ type.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended from time to time, in the following manner:

1. Amendments to these Articles may be proposed by the Board, acting upon vote of majority of the Directors, or by Members holding 20% of the votes of the Association, whether meeting as Members or by instrument in writing signed by them.

2. Upon any amendment or amendments to these Articles being proposed by the Board or Members, such proposed amendment or amendments shall be transmitted to the President of the Association, or acting Chief Executive Officer in the absence of the President, who shall thereupon call a special meeting of the Members for a date not sooner than ten (10) days or later than thirty (30) days from receipt by such officer of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each Member written or printed notice of such meeting in the same form and in the same manner as notice of the call of a special meeting of the Members is required as set forth in the By-Laws; provided, that proposed amendments to the Articles may be considered and voted upon at annual meetings of the Members.

3. In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of Members holding a majority ~~three-fourths (3/4)~~ of the votes in the Association. Thereupon, such amendment or amendments to these Articles shall be transcribed and certified by the President and Secretary of the Association.

~~4. Any proposal to amend the classes of membership shall require:~~

~~A. The consent of the Class B member; and~~

~~B. The affirmative vote of at least three-fourths (3/4) of the membership votes of any affected class and sub-class.~~

V. Article XV of the Articles of Incorporation is hereby amended as follows:

Note: New language is underlined; language being deleted is shown in ~~struck through~~ type.

ARTICLE XV
Registered Agent and Registered Office

The ~~initial~~ registered agent for this Association shall be ~~Brian Nelson~~ Naples-Lawdock, Inc. and the registered office shall be located at ~~2600 Golden Gate Parkway, Suite 200, Naples, Florida 33942~~ c/o Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

VI. The foregoing amendments were adopted on the 17 day of MARCH, 1999, at a duly called meeting of the Members, by a vote of at least three-fourths (3/4) of the voting interest of HawksRidge Property Owners Association, Inc. ("Association"), which vote is sufficient for approval, and after the adoption of a Resolution proposing said amendments by the Board of Directors.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment this 17 day of MARCH, 1999.

HAWKSRIDGE PROPERTY OWNERS ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: Bruce E Tyson
Name: Bruce E. Tyson
Title: President

Attest:

Sue C. Davidson
Sue E. Davidson, Secretary

CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE.

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida:

1. That HAWKSRIDGE PROPERTY OWNERS ASSOCIATION, INC., organized under the laws of the State of Florida, has named Naples-Lawdock, Inc., located at Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103-3060, as its agent to accept service of process within Florida.

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity; I am familiar with and accept the obligations of §617.0503 of the Florida Not For Profit Corporation Act and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Naples-Lawdock, Inc.

By: ______________________
Leo J. Salvatori, as Vice President

FILED
99 APR -9 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: April 5, 1999

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 5th day of April, 1999, by Leo J. Salvatori, as Vice President of Naples-Lawdock, Inc., who is personally known to me and who did not take an oath.

Barbara Roller
NOTARY PUBLIC (SEAL)
(Print name below)
Barbara Roller
Notary Public

My Commission Expires:

BARBARA ROLLER
MY COMMISSION # CC 613687
EXPIRES: January 14, 2001
Bonded Thru Notary Public Underwriters