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Law Office of  
**CARL A. BERTOCH**  
A PROFESSIONAL ASSOCIATION

POST OFFICE BOX 880848  
PORT ST. LUCIE, FLORIDA 34988  
PHONE: 772/343-9390  
FAX: 772/343-9396

7655 WEST GULF TO LAKE HWY.  
SUITE 13  
CRYSTAL RIVER, FLORIDA 34429  
PHONE: 352/564-8220  
FAX: 352/564-0617

REPLY TO:

Crystal River

January 19, 2004

Amendment Section  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32399

**Reference: Document #N46220**

Dear Sir or Madam:

The enclosed Articles of Amendment and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Carl A. Bertoch, Esquire  
Carl A. Bertoch, P.A.  
7655 West Gulf to Lake Corporation  
Crystal River, FL 34429

If there are any questions, do not hesitate to call.

Sincerely yours,



Carl A. Bertoch

CAB:alt  
Enclosures as stated

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
ARTICLES OF INCORPORATION AND THE  
DECLARATION OF COVENANTS, CONDITIONS  
AND RESTRICTIONS OF THE BEVERLY HILLS  
COMMUNITY ASSOCIATION, INC.

AS RECORDED IN OR BOOK 0921, PAGES 1020 THROUGH 1074, INCLUSIVE OF THE  
PUBLIC RECORDS OF CITRUS COUNTY, FLORIDA AS AMENDED BY A SUPPLEMENTAL  
DECLARATION RECORDED IN OR BOOK 0977, PAGES 1338 THROUGH 1341, INCLUSIVE  
AND AS AMENDED IN OR BOOK 1059, PAGES 2122 THROUGH 2124, INCLUSIVE AND AS  
AMENDED BY AMENDMENTS RECORDED IN OR BOOK 1073, PAGES 0481 THROUGH  
0485, INCLUSIVE, AND AS AMENDED BY SUPPLEMENTAL DECLARATION RECORDED IN  
OR BOOK 1190, PAGES 0021 THROUGH 0026, INCLUSIVE.

WHEREAS the Membership of the Beverly Hills Community Association, Inc. have determined that amendments to the Articles of Incorporation ("Articles") and the Declaration of Covenants, Conditions and Restrictions ("Declaration"), of the Beverly Hills Community Association are appropriate insofar as over 75% of the properties that are the subject of the aforesaid Declaration have been sold, and Declarant has determined that no other properties will be made subject to the Declaration,

NOW THEREFORE, at a meeting duly noticed and held on March 27, 2003 at 3:00 p.m. at the Beverly Hills Recreation Center, where 75% or more of the membership along with the majority of the Board of Directors and with consent of the Declarant have considered the proposed changes to the aforementioned Articles and Declaration, be it resolved that:

**The Articles of Incorporation of the Beverly Hills Community Association, Inc. will be amended as follows:**

- 1. Article I shall be amended to read as follows:

The name of the corporation shall be changed to Laurel Ridge Community Association, Inc. which is hereinafter referred to as "the Association".

- 2. Article III, Section 1. shall be amended to read as follows:

Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, and the Declarant shall be a member of the Association, provided that such person or entity who holds record ownership merely as security for the performance of an obligation shall not be a Member of the Association.

- 3. Article III, Section 2. strike in its entirety and insert the following:

Voting Rights. The Association shall have one class of Membership which shall be Class A Members.

(A) Class A Members shall be all Owners and shall have one equal vote for each Lot in which they hold an interest required for membership, except there shall be only one vote per lot. No vote shall be exercised by any property that is exempt from assessment.

4. Article III, Section 4 shall be restated as follows:

Meetings of Membership. The Bylaws of the Association shall provide for an annual meeting of the Membership and may make provisions for regular and special meetings of the Membership other than the annual meeting. A Quorum for the transaction of business at any meeting of the Membership shall exist if the Membership having the power to cast not less than 33 1/3% of the votes of the Membership shall be present, either in person or by proxy, at the meeting.

5. Article V, Section 2 shall be deleted in its entirety and shall be restated as follows:

Election of Directors. The Board of Directors shall consist of seven (7) Members, one of whom shall be appointed by the Declarant until 100% of the Properties have been sold and conveyed by the Declarant. At such time as the Declarant's right to appoint one Director to the Board expires, then the Board of Directors shall consist of six (6) members.

- (A) The six Board Members elected by the Membership shall be elected as follows:

- (1) The terms will be two (2) years and the terms will be staggered and Directors will be elected as follows: At the meeting of the Membership in March, 2004, votes will be cast for the six (6) Directors and the three (3) nominees who obtain the greatest number of votes shall be elected for two (2) years and the three remaining shall be the top vote getters in descending order for one (1) year terms. Thereafter, at each annual meeting, three (3) Directors shall be elected.
- (2) The Board of Directors shall elect a President who shall conduct all meetings and shall only cast a vote in the event of a tie.

As used herein, the phrase "the Properties" shall mean the real estate which has been subjected to the provisions of the Declaration as provided herein.

Notwithstanding any of the foregoing, however, the transfer of control of the Association shall not abrogate or impair any otherwise reserved rights or privileges of the Declarant under the Declaration, these Articles of Incorporation or the By-Laws or Rules and Regulations of the Association, as the same may be amended from time to time.

6. Article V, Section 3 shall be deleted in its entirety, and shall be restated as follows:

Election Meetings The election of Directors shall occur at the annual meeting of the Membership or at such time as the Directors determine by a unanimous vote. However, in no event shall an election of Directors occur without a minimum of 30 days notice.

7. Article V, Section 6 shall be deleted in its entirety.

8. Article V, Section 4 shall be deleted in its entirety, and shall be restated as follows:

Current Board of Directors. The current Board of Directors serving at the time of the amendment are as follows:

Roger Williams  
537 W. Hillwood Path  
Beverly Hills, FL 34465

John Husler  
182 W. Romany Loop  
Beverly Hills, FL 34465

William Taylor  
4728 N. Crestline Drive  
Beverly Hills, FL 34465

Bert St. Germain  
375 W. Crestmont Court  
Beverly Hills, FL 34465

Mary Bonning  
282 W. Romany Loop  
Beverly Hills, FL 34465

Fred Gruen  
434 W. Crestmont Court  
Beverly Hills, FL 34465

Douglas Brown  
364 W. Crestmont Court  
Beverly Hills, FL 34465

Brian Kueker  
Benton Citrus Partners, Ltd.  
3767 Forest Lane, Suite 127  
LB445  
Dallas, Texas 75244

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TALLAHASSEE, FLORIDA

Upon the approval of this Resolution, the President is authorized to take such action as necessary to implement these changes, as well as record, in the public records of Citrus County, as required, and to file the amendments of the Articles of Incorporation with the Secretary of State's Office with the State of Florida.

This Resolution adopted this 27TH day of MARCH, 2003 by a vote of 75% or more of the Members, a majority of the Board of Directors and with the consent of the Declarant's successor.

BEVERLY HILLS COMMUNITY  
ASSOCIATION, INC.

By: Roger Williams  
ROGER WILLIAMS President

Attest to: Mary E. Bonning  
MARY E. BONNING, Secretary

This Resolution consented to by Declarant, Benton Citrus Partners, Ltd., successor to George Wimpey of Florida, Inc., a Florida corporation.

BENTON CITRUS PARTNERS, LTD.

By: Brian A. Kueker  
Brian A. Kueker - V.P.  
Please print name and title