

N92000000957

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

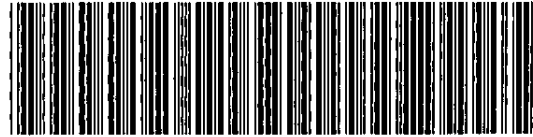
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Jennifer Advised to
make correction on
The DIC (entitle Amendment
to Art of
INC.)

Office Use Only



700234975587

05/11/12--01026--006 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 11 AM 9:23

Amend
@ 5/16/12



Park Place
311 Park Place Blvd, Suite 250
Clearwater, Florida 33759
Phone: (727) 712-4000 Fax: (727) 796-1484

ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954.987.7550

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BP@BECKER-POLIAKOFF.COM

May 4, 2012

Reply To:
Tampa Bay
Ellen Hirsch de Haan, J.D.
Direct dial: (727) 712-4000
EdeHaan@becker-poliakoff.com

Florida Department of State
Amendment Section
P.O. Box 1500
Tallahassee, FL 32302-1500

Re: Amendment to the Articles of Incorporation of Mainlands Master
Association, Inc.

FLORIDA OFFICES

FORT MYERS

FORT WALTON BEACH

HOLLYWOOD

HOMESTEAD

KEY WEST*

MELBOURNE*

MIAMI

MIRAMAR

NAPLES

ORLANDO

PORT ST. LUCIE

SARASOTA

TALLAHASSEE

TAMPA BAY

WEST PALM BEACH

Dear Sir/Madam:

Enclosed please find the original Amendment to the Articles of Incorporation of Mainlands Master Association, Inc. and a copy of same to be stamped and returned to this office in the enclosed envelope.

Also enclosed, please find check # 5243 in the amount of \$35.00 for the required recording fee.

If you should have any questions, please do not hesitate to contact this office.

Very truly yours,

Ellen Hirsch de Haan, J.D.
For the Firm

EHD/jaks
Enclosures

ACTIVE: M16590/322405:3833336_1
5/4/12 11:23 AM

U.S. & GLOBAL OFFICES

NEW YORK, NEW YORK

WASHINGTON, D.C.

MORRISTOWN, NEW JERSEY

RED BANK, NEW JERSEY

PRAGUE, CZECH REPUBLIC

*by appointment only

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
MAINLANDS MASTER ASSOCIATION, INC.

Document No. N92000000957

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

(See attached)

The date of adoption of the amendment was April 16, 2012

Adoption of amendment (Check one):

____ The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

X ____ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

MAINLANDS MASTER ASSOCIATION,
INC.

BY: John Rybka

John Rybka, President

(SEAL)

DATED: 5/4, 2012

STATE OF FLORIDA
COUNTY OF PINELLAS

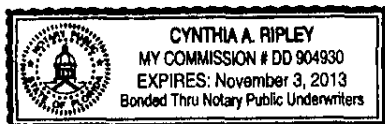
BEFORE ME, the undersigned authority, personally appeared John Rybka, to me known to be the President of Mainlands Master Association, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such authorized agent, under authority vested in him/her by said corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 4th day of May, 2012.

Cynthia A. Ripley
Notary Public

Printed Name: Cynthia A. Ripley

My commission expires: 11-3-13



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 11 AM 9:23

Amendment To The
**ARTICLES OF INCORPORATION
OF
MAINLANDS MASTER ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 11 AM 9:23

ARTICLE I

1. The name of the corporation shall be "MAINLANDS MASTER ASSOCIATION, INC.": hereinafter referred to as the "MASTER ASSOCIATION" or the "CORPORATION".

ARTICLE II

1. The Master Association is formed to provide a centralized vehicle for the maintenance and management of certain areas located within the community known as Mainlands of Tamarac by the Gulf, more particularly described in that certain Common Use Agreement recorded in Official Records Book 7414 at Page 653 et seq. of the Public Records of Pinellas County, Florida. Said Agreement is attached hereto as Exhibit A and incorporated herein by reference.

2. Therefore, in fulfillment of these purposes, this Corporation shall have the power to accept, assume, exercise, use, perform and carry out any and all powers, rights, duties and obligations which are assigned, transferred, directed, conveyed, transmitted or given to this Corporation by those corporations subscribing thereto, hereinafter sometimes referred to as the "Condominium Associations."

3. The Master Association shall also have those powers reasonable necessary to fulfill the purposes for which this Corporation was formed, which powers shall include, but not be limited to, the following:

- a. To perform all acts necessary for the operation, maintenance and upkeep of the Common Areas as described in Exhibit A.
- b. To maintain, repair, replace, insure, reconstruct after casualty, operate and manage the Common Areas as provided for in Exhibit A.
- c. To equitably apportion the cost of carrying out the duties among the members hereto.
- d. To contract, if appropriate, for the management or operation of the Common Areas which are susceptible to such management or operation and delegate to such management entity those powers and duties which are not specifically required by these Articles to be maintained by the Board of Directors of this Corporation.
- e. To hire/dismiss a property manager to perform the services needed for the proper operation of Master Association duties.
- f. To use and expend the monies collected by this Corporation to effectuate the purposes and powers of the Corporation.
- g. To hire attorneys, engineers, accountants, and other professionals as the need arises and if the interest of the Corporation warrants with the prior approval of the majority members of the Master Association Board of Directors.
- h. To enter into leases and purchase vehicles and equipment and to contract for insurance thereon, in the name of the Corporation.
- i. By mutual agreement, and if requested to do so, to operate and manage the properties described in Composite Exhibit B attached hereto.
- j. To purchase, sell, convey, transfer, or otherwise dispose of real estate, stocks, bonds, mortgages or other real or personal property.

k. To do and undertake all other lawful activities and actions, as authorized by a majority of the Master Association Board of Directors.

ARTICLE III

This Corporation shall have perpetual existence, unless terminated by the members of the Master Association Board of Directors in a manner provided by law.

ARTICLE IV

1. **MEMBERS:** The Members of the Corporation shall be the following corporations:

Mainlands of Tamarac by the Gulf, Unit No. One Association, Inc.;

Mainlands of Tamarac by the Gulf, Unit No. Two Association, Inc.;

Mainlands of Tamarac by the Gulf, Unit No. Three Association, Inc.;

Mainlands of Tamarac by the Gulf, Unit No. Four Association, Inc.;

Mainlands of Tamarac by the Gulf, Unit No. Five Association, Inc..

2. **PROVISION FOR EXPANSION OF MEMBERSHIP:** It is hereby expressly contemplated that the membership of this Corporation may be expanded to include other condominium associations, to wit: Mainlands of Tamarac by the Gulf Unit No. Six, Inc. and Mainlands of Tamarac by the Gulf Unit No. Seven, Inc., as more fully provided for in the By-Laws.

ARTICLE V

The business and policies of the Master Association shall be managed by the Board of Directors of the Corporation. The Board of Directors, its agents, contractors or

employees, shall exclusively exercise all powers of the Master Association existing under the Articles and By-Laws as described herein.

ARTICLE VI

The names and addresses of the Board of Directors who shall hold office until their successors are elected, are the names and addresses of the current Presidents, Vice Presidents and Treasurers of each member Unit Association.

ARTICLE VII

The affairs of the Master Association shall be administered by an Executive Committee, which will be composed of the Presidents of each member Unit (or an officer from that member Unit) from which shall be elected Officers of the Master Association; said Officers shall be a President, two Vice-Presidents, a Secretary, and a Treasurer. The Officers shall be responsible for the day-to-day operation of the Master Association.

ARTICLE VIII

Every Director and every Officer of the Master Association shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees reasonably incurred by or imposed upon him/her in connection with any proceedings to which he/she may be 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 Corporation, whether or not he/she is a Director or an Officer at the time such expenses are incurred, except that in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE IX

The By-Laws of the Corporation as adopted by the first Board of Directors, shall be amended and restated along with these Articles, effective as of the file date of these Articles with the Secretary of the State of Florida. Such By-Laws may be altered, amended or rescinded in the manner provided by the By-Laws. The By-Laws shall not be inconsistent with these Articles or the laws of the State of Florida.

ARTICLE X

This Corporation shall never have nor issue any shares of stock.

ARTICLE XI

The principal office of this Corporation shall be located at 10161 49th Street North, Pinellas Park, Florida 33782. This Corporation may change said principal office and transact business at such other places within or without the State of Florida as shall from time to time be designated by the Board of Directors of this Corporation.

ARTICLE XII

These Articles of Incorporation may be amended by the Board of Directors at any regular meeting or special meeting called therefore, in accordance with the provisions of the By-Laws, by four (4) of the five (5) voting interests. A copy of any amendment which is adopted shall be accepted and certified by the Secretary of the State of Florida and shall be recorded in the Public Records of Pinellas County, Florida.

ARTICLE XIII

These Articles of Incorporation shall be in full force and effect upon the file date of these Articles with the Secretary of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand on this the 16th
day of April, 20 12.

John S. Rybicki, JD, STD
President

Mainlands Master Association, Inc.

John S. Rybicki, JD, STD
Print Name