

# N93000000905

## ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- HARMONY HOMEOWNERS ASSOCIATION INC

2- Amend

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

### NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

### AMENDMENTS

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
99 APR 26 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

300002851043--3  
-04/26/99-01013-017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RECEIVED  
99 APR 26 AM 9:52  
TALLAHASSEE, FLORIDA

Examiner's Initials

DR

4/26/99

ARTICLES OF AMENDMENT

TO THE

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

HARMONY HOMEOWNERS ASSOCIATION, INC.  
(n/k/a KELL ESTATES HOMEOWNERS ASSOCIATION, INC.)

99 APR 26 PM 12:13  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole member of Kell Estates Homeowners Association, Inc. (including all Class B members), and all of its Board of Directors, acting pursuant to the provisions of Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Amendment to its Amended and Restated Articles of Incorporation, instrument number N93000000905, as follows:

**FIRST:** Amendment(s) adopted (deletions are shown as stricken, and additions are underlined):

a. Article IV, Section 4.2 of the Articles of Incorporation is hereby modified to read as follows:

" **Section 4.2. Restrictions.** Only those portions of the lands now owned by the Declaration Declarant (as defined in the Declaration), or which are actually subjected to the covenants, liens, charges, conditions, or restrictions of Kell Estates, by deed, indenture, agreement, or declaration executed by the Declarant or approved, ratified, or adopted by resolution of the Board of Directors of the Association shall be considered as the community or communities described in these Articles of Incorporation and the proper object of the powers and purposes of this Association."

b. Article V, Section 5.2 of the Articles of Incorporation is hereby modified to read as follows:

" **Section 5.2 Voting Rights.** The Association shall have two (2) classes of voting membership:

a. **Class A.** Class A members shall be all Owners, other than the Declarant (as defined in the Declaration) so long as the Declarant retains Class B voting rights as defined herein. Class A members shall be entitled to one vote for each 1Lot in which they hold the interest required for membership as shown by the records of the Association. When more than one person holds such interest or interests in any 1Lot, all such persons shall be members and the vote for the 1Lot shall be exercised as they may among themselves determine, but in no event shall more than one vote be cast for any one 1Lot or living-unit.

b. **Class B.** The Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to three votes for each lot in which it holds the interest required for membership as shown by the records of the Association. The Declarant shall continue to be a Class B member until the earlier of: (1) the time the members other than the Declarant are entitled to elect a majority to the Board of Directors of the Association pursuant to Section 617.307 of the Florida Statutes, as amended from time to time; or (2) such time, as in the opinion of the Declarant, the non-Declarant members of the Association are able to maintain the Common Area (as defined in the Declaration), at which time the Declarant's Class B membership shall cease and be converted to Class A membership."

c. Article V, Section 5.3 of the Articles of Incorporation is hereby modified to read as follows:

" **Section 5.3 Suspension of Membership Rights.** The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if the Member fails to pay any assessment or charge lawfully imposed upon him or any property owned by him, within ninety (90) days of the date due."

d. Article VII, Section 7.1 of the Articles of Incorporation is hereby modified to read as follows:

" **Section 7.1. Board of Directors.** The Association shall initially have two directors who shall constitute the Board of Directors and the governing body of the Association. The number of directors may be either increased or diminished from time to time as provided by the Bylaws, but shall never be less than one (1) nor more than three (3). The initial Board of Directors shall hold office until the first annual meeting of members, and at the first annual meeting and thereafter, the members shall may elect up to three directors for a term of one year in the manner determined by the Bylaws. Notwithstanding the foregoing, however, so long as the Declarant ~~owns a lot subject to the Declaration, is a~~ Class B member of the Association, the Declarant shall be entitled to appoint two of the three Directors to the Board. Directors may be removed and vacancies on the Board of Directors filled in the manner provided in the Bylaws. The names and addresses of those persons who shall act as directors until the election or appointment of qualified successors, or removal as provided in the Bylaws, are:

Robert W. Caldwell, III P.O. Box 1971  
Boca Grande, FL 33921

Raymond J. Kearney, Jr. P.O. Box 82025  
Tampa, FL 33682"

e. A new Article X is hereby added to the Articles of Incorporation as follows:

**ARTICLE X**  
**INDEMNIFICATION**

Section 10.1. Indemnification. Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a part or in which he may become involved by reason of his being or having been 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 gross negligence or willful misconduct in the performance of his duties. In the event such proceeding is resolved by settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. 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."

**SECOND:** The date of adoption of the Amendment was April 14, 1999.

**THIRD:** The Amendment does not provide for an exchange, reclassification, or cancellation of issued shares. This Amendment was adopted to, among other things, amend the Articles to conform to Florida law.

**FOURTH:** The Amendment was adopted by the sole member of the Association, which sole member is also the sole Class B member of the Association, and by all directors and officers of the Association pursuant to a resolution duly adopted and approved, and consented to by the only record owner of a mortgage upon Kell Estates.

IN WITNESS WHEREOF, for purposes of amending the Articles of Incorporation, the undersigned has executed these Articles of Amendment.

KELL ESTATES HOMEOWNERS ASSOCIATION,  
INC., a Florida not-for-profit  
corporation

By: Robert W. Caldwell, III  
Robert W. Caldwell, III,  
Director

By: Raymond J. Kearney, Jr.  
Raymond J. Kearney, Jr.,  
Director

KELL ESTATES DEVELOPMENT, INC., a  
Florida corporation, as sole member  
of the Association

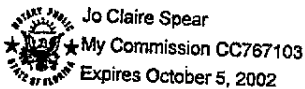
By: Raymond J. Kearney, Jr.  
Raymond J. Kearney, Jr.,  
As its Vice President  
(Corporate Seal)

[Notarials on Following Page]

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Amendment to the Amended and Restated Articles of Incorporation of Harmony Homeowners Association, Inc. (n/k/a Kell Estates Homeowners Association, Inc.) was acknowledged before me this 14<sup>th</sup> day of April, 1999, by Robert W. Caldwell, III and by Raymond J. Kearney, Jr., both of whom constitute the sole Directors and Officers of Kell Estates Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the Association. Both are personally known to me.



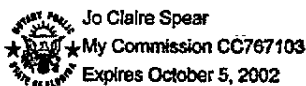
Jo Claire Spear  
Jo Claire Spear  
Notary Public, State of Florida  
Serial Number (if any): CC767103  
My Commission Expires: 10/5/2002

(Notary Seal)

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Amendment to the Amended and Restated Articles of Incorporation of Harmony Homeowners Association, Inc. (n/k/a Kell Estates Homeowners Association, Inc.) were acknowledged before me this 14<sup>th</sup> day of April, 1999, by Raymond J. Kearney, Jr., as Vice President of KELL ESTATES DEVELOPMENT, INC., a Florida corporation, on behalf of the corporation, the sole member of Kell Estates Homeowners Association, Inc. He is personally known to me.



Jo Claire Spear  
Jo Claire Spear  
Notary Public, State of Florida  
Serial Number (if any): CC767103  
My Commission Expires: 10/5/2002

(Notary Seal)

CONSENT OF MORTGAGEE

The undersigned Mortgagee is the owner and holder of a mortgage on the Lots, given by the Declarant dated September 30, 1998 and recorded in Official Record Book 9383, at Page 1408 of the Public Records of Hillsborough County, Florida, and the said Mortgagee does hereby consent to the above Articles of Amendment to the Amended and Restated Articles of Incorporation of Harmony Homeowners Association, Inc. (n/k/a Kell Estates Homeowners Association, Inc.).

REGIONS BANK

By: Dale R. Dignum  
Dale R. Dignum,  
as President

(Corporate Seal)


STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

The foregoing Consent of Mortgagee was acknowledged before me this 21<sup>st</sup> day of April, 1999 by Dale R. Dignum, as President of REGIONS BANK, a Florida banking corporation on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Janet J. Bradley  
Print Name:  
Notary Public, State of Florida  
Serial Number (if any):  
My Commission Expires:

(Notary Seal)

 Janet L. Bradley  
My Commission CC719063  
Expires February 22, 2002