

N94000005209

(Requestor's Name)

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MAR 16 2016

C. CARROTHERS

Prepared by and return to:  
Monique E. Parker, Esq.  
Rabin Parker, P.A.  
28163 U.S. 19 North, Suite 207  
Clearwater, Florida 33761

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION FOR THE EAGLES CROSSING  
AT FEATHER SOUND HOMEOWNERS ASSOCIATION, INC.

I hereby certify that at a duly called meeting of the members of The Eagles Crossing at Feather Sound Homeowners Association, Inc., held on October 29, 2015, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation of The Eagles Crossing at Feather Sound Homeowners Association, Inc., attached hereto as EXHIBIT A, were duly adopted by the membership. The Articles of Incorporation of The Eagles Crossing at Feather Sound Homeowners Association, Inc., were originally recorded filed with the State of Florida, Department of State on October 17, 1994, Document Number N94000005209.

IN WITNESS WHEREOF, The Eagles Crossing at Feather Sound Homeowners Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 17 day of February, 2016.

Arlene Hunter  
(Signature of Witness #1)

Arlene Hunter  
(Printed Name of Witness #1)

Heather McBratney  
(Signature of Witness #2)

Heather McBratney  
(Printed Name of Witness #2)

EAGLES CROSSING AT FEATHER SOUND  
HOMEOWNERS' ASSOCIATION, INC.

By: Barry Lipton  
(Signature)  
Barry Lipton : President  
(Printed Name and Title)


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STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 17 day of February, 2016, by Barry Lipton as president of The Eagles Crossing at Feather Sound Homeowners Association, Inc., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.

Jennifer Ramirez  
Notary Public State of Florida

My commission expires:  
  
Notary Public State of Florida  
Jennifer R Ramirez  
My Commission FF 239178  
Expires 07/22/2019

## EXHIBIT A

### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE EAGLES CROSSING AT FEATHER SOUND HOMEOWNERS ASSOCIATION, INC.

The undersigned, in accordance with the provisions of Chapter 617, Florida Statutes, hereby make, subscribe, and acknowledge these are Articles of Incorporation for the purpose of forming a not-for-profit Florida corporation.

#### ARTICLE I

The name of the corporation is The Eagles Crossing at Feather Sound Homeowners Association, Inc., and its current mailing address c/o Condominium Associates, 3001 Executive Drive, Suite 260, Clearwater, Florida 33762.

#### ARTICLE II

This corporation does not contemplate pecuniary gain or profit, direct or indirect to its members, and its primary purposes are:

- A. To promote the health and social welfare of the owners of all townhomes located within The Eagles Crossing at Feather Sound, a planned community within Pinellas County, Florida (the "community");
- B. To maintain all portions of the community and improvements thereon for which the obligation to maintain and repair has been delegated to the corporation by the Declaration of Covenants, Conditions, and Restrictions of The Eagles Crossing at Feather Sound (the "Declaration") as recorded in O.R. Book 8802, Page 127, et seq., of the Public Records of Pinellas County, Florida, as the same may be amended from time to time.

#### ARTICLE III

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the Florida Statutes. Any dissolution of the corporation shall comply with the Declaration.

#### ARTICLE IV

The definitions contained in the Declaration are incorporated into these Articles of Incorporation and made a part hereof, unless specified to the contrary herein.

#### ARTICLE V

The Association shall have the right to designate registered agents without amending the Articles of Incorporation.

## ARTICLE VI

The corporation shall be governed by a Board of Directors consisting of the number of directors determined in a manner provided for in the Bylaws, but which shall consist of not less than three (3) nor more than seven (7) persons. In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining directors.

## ARTICLE VII

The affairs of the corporation are to be managed by a president, a vice-president, a secretary, a treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected by the Board at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify. In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

## ARTICLE VIII

Each owner of a townhome within the community shall be entitled to one (1) vote for each owned townhome or as otherwise more fully set forth in the Declaration.

## ARTICLE IX

**Voting Rights.** Members shall be entitled to one (1) equal vote for each townhome owned in the community. When more than one (1) person holds an ownership interest in any townhome, all such persons shall be members and the vote for such townhome shall be exercised as those owners themselves determine and advise the secretary prior to any meeting. In the absence of such advice, the townhome's vote shall be suspended in the event more than one (1) person seeks to exercise it.

## ARTICLE X

Thirty percent (30%) of the voting interest of members entitled to vote must be present in person, or present by valid proxy, to constitute a quorum. A quorum shall be required at all meetings of the membership for the transaction of business, except as otherwise provided by statute or by the Declaration. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

## ARTICLE XI

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its members, directors, or officers. However, the corporation shall not be prohibited from reasonably compensating its members,

directors, or officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617, Florida Statutes.

## ARTICLE XII

The corporation shall have all the powers set forth and described in Chapter 617, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by the Declaration, these Articles of Incorporation, and the Bylaws of the corporation.

## ARTICLE XIII

The corporation shall indemnify all persons who may serve or who have served at any time as director or officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a director or officer of the corporation, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such director or officer may otherwise be entitled.

## ARTICLE XIV

In the absence of fraud, no contract or other transaction between this corporation or any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, or is a director, member, or officer of any such firm, association, corporation, or partnership. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

## ARTICLE XV

The Bylaws of this corporation are to be made and adopted by a majority vote of the directors and said Bylaws may not be altered, amended, rescinded, or added to except as provided below.

## ARTICLE XVI

These Articles of Incorporation may be amended, altered, rescinded, or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and

accepted by a two-thirds (2/3) vote of the voting interest of the members present at any duly convened membership meeting. Any member of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Notwithstanding the foregoing, until the election of a new Board of Directors as provided in Article IV of the Declaration, any changes in the Articles of Incorporation may be made by a two-thirds (2/3) vote of the Board of Directors.

#### ARTICLE XVII

The original incorporator of The Eagles Crossing at Feather Sound Homeowners Association, Inc. was Fred S. Ridley. These amendments were adopted by the members on October 29, 2015. The numbers of votes cast were sufficient for approval.

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END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION