

Division of Corporations

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N99000001090

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
OLDE CYPRESS HOMEOWNERS' ASSOCIATION, INC.**

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*CC
Amend*

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Olde Cypress Homeowners' Association, Inc.

DOCUMENT NUMBER: N99000001090

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven M. Falk, Esq.

(Name of Contact Person)

Roetzel & Andress, LPA

(Firm/ Company)

850 Park Shore Drive, Third Floor

(Address)

Naples, FL 34103

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven M. Falk, Esq.

(Name of Contact Person)

at (239) 649-6200

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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FILED
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2013 FEB 14 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Olde Cypress Homeowners' Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N99000001090

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Exhibit "A" attached hereto

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EXHIBIT "A" TO ARTICLES OF AMENDMENT

Additional language reflected by underlining.
Deleted language reflected by ~~hyphens~~.

Amendments to the Articles of Incorporation

[Heading, preamble and Articles I-IV not amended]

ARTICLE V MEMBERSHIP

Every Owner ~~and the Declarant, so long as they own Lots,~~ shall be a members of the Olde Cypress Homeowners' Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to Assessment by the Olde Cypress Homeowners' Association. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the By-Laws adopted by the Association, and the Declaration.

~~The Olde Cypress Homeowners' Association shall have two (2) classes of membership: (a) Class "A" Members, and (b) Class "B" Members as follows:~~

- A. ~~Class "A". Class "A" Members shall be all Owners of Lots within Olde Cypress Single Family Community other than the Class "B" Member.~~
- B. ~~Class "B". The Class "B" Member shall be the Declarant. Unless the Declarant earlier terminates this membership, the Class "B" Membership shall terminate upon Turnover or Declarant's earlier termination, and be converted to Class "A" Membership.~~

ARTICLE VI VOTING

- A. ~~Class "A" Member. Upon Turnover, Class "A" Members shall be entitled to one (1) vote for each Lot owned by the respective Class "A" Member provided, however, there shall be only one (1) vote per Lot.~~
- B. ~~Class "B" Member. Until Turnover, or until the Declarant earlier terminates this Class B, the Class "B" Member shall be entitled to cast all Membership votes on behalf of the Association and to appoint all members of the Association Board of Directors. Thereafter, the Declarant shall be a Class A Member entitled to one (1) vote for each Lot owned.~~
- CB. Joint Ownership, Corporations. Voting rights may be exercised by a Member or the Member's spouse, subject to the provisions of the Declaration and the By-Laws. In any situation where more than one person holds an interest in a Lot, the vote for the respective Lot shall be exercised by any such person; provided, however, the persons holding the interest in the Lot can notify the secretary of the Olde Cypress Homeowners' Association, in writing, prior to or during any

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meeting of the manner in which the vote for the Lot is to be exercised, and in the absence of such notice, the Lot's vote shall be suspended if more than one person seeks to exercise it. The voting rights of a Member that is a corporation, partnership or other entity shall be exercised by the individual designated from time to time by the owner in a written instrument provided to the secretary, subject to the laws of the State of Florida.

ARTICLE VII
ADDITIONS OF PROPERTIES AND MEMBERSHIP

~~Declarant may, so long as it owns property in Old Cypress and in accordance with the Declaration, add land to the Property and increase the number of Members.~~

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

~~The initial Board of Directors shall consist of three Directors appointed by Declarant. The name and addresses of the initial Directors are:~~

- ~~1. Robert Paul Hardy
Suite One
10621 Airport Pulling Road North
Naples, FL 34109~~
- ~~2. Renee Tolson
Suite One
10621 Airport Pulling Road North
Naples, FL 34109~~
- ~~3. W. Neil Derrill
Suite One
10621 Airport Pulling Road North
Naples, FL 34109~~

~~The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3) nor more than seven (7). At the first annual meeting after the termination of Class B Membership and at each annual meeting thereafter the Members shall elect Directors for terms as set forth in the Bylaws. Except for Directors appointed by Declarant, Directors must be Members of the Association.~~

[Articles IX through XIV not amended but are renumbered as Articles VIII through XIII]

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ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws, subject to the following restrictions:

1. ~~So long as Declarant is a Member, each amendment of these Articles must be first approved in writing by the Declarant. Thereafter, each such amendment~~ Amendments to these Articles must be approved by a two-thirds (2/3) vote of all Members.
2. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in him under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with the provisions of such deed or instrument.

ARTICLE XVI
TERMS OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE XVII
INCORPORATOR

~~The name and address of the incorporator of OLDE GYPRESS HOMEOWNERS' ASSOCIATION, INC. is:~~

NAME _____ ADDRESS

Leo J. Salvatori _____ Quarles & Brady LLP
4501 Tamiami Trail North, Suite 300
Naples, FL 34103

ARTICLE XVIII
REGISTERED AGENT AND REGISTERED OFFICE

~~The initial registered agent for this corporation shall be Naples Lawdock, Inc., and the registered office shall be located at 4501 Tamiami Trail North, Suite 300, Naples, FL 34103. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.~~

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The date of each amendment(s) adoption: February 5, 2013

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated Feb 6 2013
Signature Paul T. Schultz
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Paul Schultz

(Typed or printed name of person signing)

President

(Title of person signing)

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