

PO91000086165

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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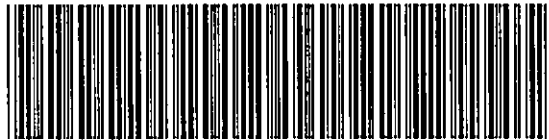
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL 09 2018

S. YOUNG

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: FNTC AMERICA HOLDING CORP.

DOCUMENT NUMBER: P09000086165

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

Please return all correspondence concerning this matter to the following:

DOUGLAS S. CARR

Name of Contact Person

FNTC AMERICA LTD.

Firm/ Company

410 AMHERST STREET, SUITE #217

Address

NASHUA, NH 03063

City/ State and Zip Code

douglas.carr@fntca.com

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

For further information concerning this matter, please call:

DOUGLAS S. CARR

at ( 866 ) 978-2571

Name of Contact Person

Area Code & Daytime Telephone Number

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**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

Articles of Amendment  
to  
Articles of Incorporation  
of

FNTC AMERICA HOLDING CORP.

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

P09000086165

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida 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," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

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:

(City)

Florida

(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

Page 2 of 4

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

No Director or Directors of FNTC America Holding Corp. may take any corporate action, incur any debt or obligation, transfer or encumber any property held by the Corporation, or otherwise bind the Corporation in any manner without either: (i) a Meeting of the Board of Directors holding a vote on the proposed action which is then approved by a majority of the Directors, or (ii) by a Unanimous Written Consent signed by all the Directors. Expressly excepted from these requirements is the approved ability of one individual Director, Joyce E. Stratton, to sit on Owners' Association Boards of Directors and / or vote the interests of properties held by the Corporation from time to time.

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: June 28, 2018  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_  
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated June 28, 2018

Signature Douglas S. Carr  
(By a director/president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Douglas S. Carr

\_\_\_\_\_  
(Typed or printed name of person signing)

Vice President, Director

\_\_\_\_\_  
(Title of person signing)

28 June 2018

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314



FNTC America Ltd  
Birch Pond Park, Suite 217  
410 Amherst Street  
Nashua, NH 03063-1237  
t 866 978 2571  
w [www.fntcamerica.com](http://www.fntcamerica.com)

*By: US Mail*

*Re: FNTC America Holding Corp.  
P09000086165  
Amendment / Filings*

To Whom It May Concern,

Enclosed please find (1) Cover Letter, (2) Articles of Amendment to Articles of Incorporation of FNTC America Holding Corp., and (3) supporting documentation as follows:

- (i) Action by Unanimous Consent of the Board of Directors in Lieu of a Meeting (5/31/18) Appointing Joyce E. Stratton as a Director of the Corporation (Address: Joyce E. Stratton, 8113 Resort Village Drive, Orlando, FL 32821).
- (ii) Action by Unanimous Consent of the Board of Directors in Lieu of a Meeting (6/1/18) granting Joyce E. Stratton certain powers to act on behalf of the Corporation.
- (iii) Action by Unanimous Consent of the Board of Directors in Lieu of a Meeting (6/8/18) requiring a majority vote of the Directors for any other actions not previously authorized.

Also enclosed please find our check #1002 for the \$35.00 fees associated with registering these Amendments.

Thank you for your assistance with these matters.

Please do not hesitate to contact me with any questions whatsoever.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Doug S. Carr", written over a horizontal line.

Douglas S. Carr  
VP / General Counsel

**FNTC AMERICA HOLDING CORP.**

Action by Unanimous Written Consent of the  
Board of Directors in Lieu of a Meeting

May 31, 2018

The undersigned, being all of the members of the board of directors (the "**Board**") of FNTC AMERICA HOLDING CORP., a Florida corporation (the "**Corporation**"), waive all requirements of notice and hereby adopt and approve the following resolutions as of the date first above written with the same force and effect as though adopted and approved at a duly called and held by a meeting of the Board on such date:

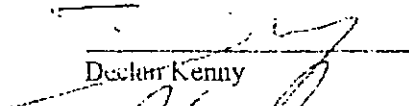
**WHEREAS**, the Board of Directors has determined it is in the best interest of the Corporation to add one (1) additional Director;

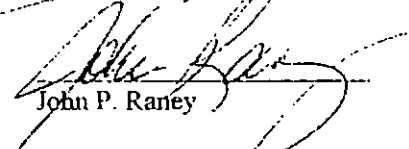
**NOW, THEREFORE, BE IT:**

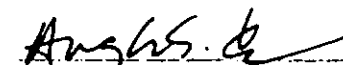
**RESOLVED**, pursuant to the Articles of Incorporation of FNTC America Holding Corp., we the Directors of the Corporation hereby nominate, elect and appoint Joyce E. Stratton to the Board of Directors as a Director of the Corporation having effect as of June 1, 2018.

**IN WITNESS WHEREOF**, each of the undersigned, constituting all of the members of the Board, has executed this Action by Unanimous Written Consent of the Board of Directors in Lieu of a Meeting, as of the day and year first written above.

DIRECTORS:

  
Declan Kenny

  
John P. Raney

  
Douglas S. Carr



**FNTC AMERICA HOLDING CORP.**

Action by Unanimous Written Consent of the  
Board of Directors in Lieu of a Meeting

June 1, 2018

The undersigned, being all of the members of the board of directors (the "**Board**") of FNTC AMERICA HOLDING CORP., a Florida corporation (the "**Corporation**"), waive all requirements of notice and hereby adopt and approve the following resolutions as of the date first above written with the same force and effect as though adopted and approved at a duly called and held by a meeting of the Board on such date:

**WHEREAS**, the Corporation is a limited purpose entity formed to act as trustee for that trust established as of October 29, 2014, known as the staySky Vacation Membership Club Trust (the "**Membership Club Trust**"), and governed by that certain staySky Vacation Membership Club Trust Agreement (the "**Trust Agreement**"), dated the date set forth therein, by and among the Corporation, staySky Vacation Membership Club Development LLC., and staySky Vacation Membership Club Association I, Inc.; and

**WHEREAS**, the Corporation as Trustee holds legal and equitable title to certain Trust Property from time to time, some of which Trust Property is a component of The Enclave at Orlando Condominium Association, Inc. (the "**Site Association**") and subject to the respective Site Declaration; and

**WHEREAS**, the Board has determined it is in the best interest of the Corporation to appoint a Director to attend the component Site Association board meetings, exercise per unit voting rights for any unit of Trust Property, and / or serve on the Board of Directors of the Site Association and represent the interests of the Trust Property held by the Corporation; and

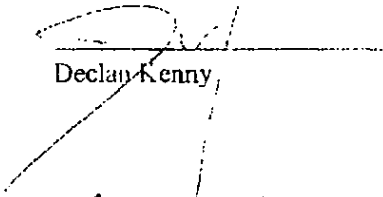
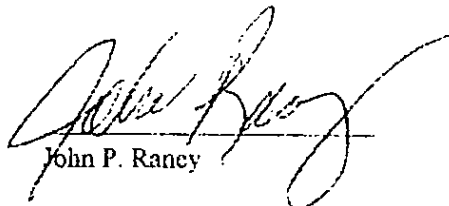
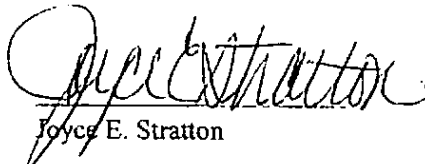
**WHEREAS**, any capitalized terms not defined herein shall have the meaning ascribed to them in the Trust Agreement;

**NOW, THEREFORE, BE IT:**

**RESOLVED** that, Joyce E. Stratton, as an authorized and registered Director of the Corporation, is hereby appointed and authorized to attend the Site Association board meetings, exercise per unit voting rights for each and every unit of Trust Property held by the Corporation, and serve on the board of directors of the Site Association and represent the interests of the Trust Property held by the Corporation.

**IN WITNESS WHEREOF**, each of the undersigned, constituting all of the members of the Board, has executed this Action by Unanimous Written Consent of the Board of Directors in Lieu of a Meeting, with effect as of the day and year first written above.

DIRECTORS:

  
Declan Kenny  
Douglas S. Carr  
John P. Rancy  
Joyce E. Stratton

**FNTC AMERICA HOLDING CORP.**

Action by Unanimous Written Consent of the  
Board of Directors in Lieu of a Meeting

June 8, 2018

The undersigned, being all of the members of the board of directors (the "**Board**") of FNTC AMERICA HOLDING CORP., a Florida corporation (the "**Corporation**"), waive all requirements of notice and hereby adopt and approve the following resolutions as of the date first above written with the same force and effect as though adopted and approved at a duly called and held by a meeting of the Board on such date:

**WHEREAS**, the Board of Directors has determined that it is in the best interest of the Corporation to clarify the voting requirement of Directors and the consensus necessary to bind the Corporation or to take any other Corporate action;

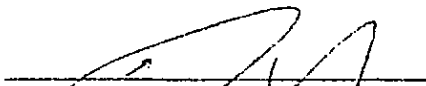
**NOW, THEREFORE, BE IT:**

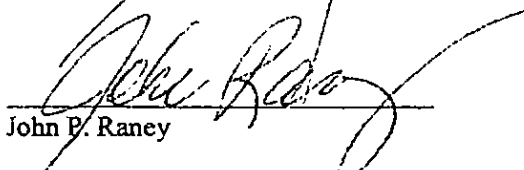
**RESOLVED** that, we the Directors of the Corporation hereby amend the Articles of FNTC America Holding Corp., to include the following language, having effect as of June 8, 2018:

"No Director of Directors of FNTC America Holding Corp. may take any Corporate action, incur any debt or obligation, transfer or encumber any property held by the Corporation, or otherwise bind the Corporation in any manner without either: (i) a Meeting of the Board of Directors holding a vote on the proposed action which is then approved by a majority of the Directors, or (ii) by a Unanimous Written Consent signed by all the Directors. Expressly excepted from these requirements is the approved ability of one individual Director, Joyce E. Stratton, to sit on Owners' Association Boards of Directors and / or vote the interests of properties held by the Corporation from time to time."

**IN WITNESS WHEREOF**, each of the undersigned, constituting all of the members of the Board, has executed this Action by Unanimous Written Consent of the Board of Directors in Lieu of a Meeting, amending the Articles as of the day and year first written above.

DIRECTORS:

  
Declan Kenny

  
John P. Raney

  
Douglas S. Carr

  
Joyce E. Stratton