

FILED  
JUL 14 11 44 AM '03  
CLERK OF DISTRICT COURT  
TAMPA, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MONACO GARDENS HOMEOWNERS' ASSOCIATION, INC.**

The Articles of Incorporation of Monaco Gardens Homeowners' Association, Inc. were amended by the members and the Board of Directors of the Corporation at a meeting held in Tampa, FL on July 11, 1983, Articles 1 through 15 are revoked, declared null and void and of no further effect and in lieu thereof the following articles are adopted, approved and ratified:

***ARTICLE I***  
**CORPORATE NAME**

The name of the corporation is MONACO GARDENS HOMEOWNERS' ASSOCIATION, INC. hereinafter called the "Association."

***ARTICLE II***  
**ADDRESS**

The mailing address of the Association shall be 8405 North Himes, Suite 202, Tampa, Florida 33614. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

***ARTICLE III***  
**RESIDENT AGENT**

Kenneth A. Jones, whose address is 8405 North Himes, Suite 202, Tampa, Florida 33615, is hereby appointed the registered agent of this Association.

***ARTICLE IV***  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors or officers. The specific purposes for which it is formed are to provide an entity for the purpose of holding title to certain common area appurtenant to that townhouse project being developed by Habitat Builders, Inc., hereinafter "Declarant" known as "Monaco Gardens," legally described below, and to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Lots 1 through 8, inclusive, in Block 2;  
Lots 9 through 34, inclusive, in Block 2;  
Lots 1 through 24, inclusive, in Block 3;  
Lots 5 through 11, inclusive, in Block 4;  
Lots A, B, C and D, all of Monaco Gardens Unit One, as recorded in Plat  
Book 52, Page 11, of the Public Records of Hillsborough County, Florida

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or Bylaws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Party Wall Agreement, Common Roof Agreement, Cross-Easement, Covenants, Conditions and Restrictions of Monaco Gardens, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Public Records of Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(c) To fix, levy, collect and enforce payment by a lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

- (d) To maintain, repair and operate the property of the Association;
- (e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;
- (f) To reconstruct improvements after casualty and make further improvements upon the property;
- (g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto;
- (h) To employ personnel to perform the services required for proper operation of the Association.
- (i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (j) To borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (k) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (l) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

***ARTICLE V***  
**MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
MONACO GARDENS HOMEOWNERS' ASSOCIATION, INC.; July 11, 1983**

---

appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

***ARTICLE VI***  
**VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such lot shall be exercised as they determine pursuant to provisions for voting in the Bylaws, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member 9s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on September 1, 1986.

***ARTICLE VII***  
**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors consisting of at (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are presently in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Richard V. Dunn	8405 N. Himes, Suite 202 Tampa, Florida 33614
Kenneth A. Jones	8405 N. Himes, Suite 202 Tampa, FL 33614

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
MONACO GARDENS HOMEOWNERS' ASSOCIATION, INC.; July 11, 1983**

---

Eugene L. Thompson, Jr.                      8405 N. Himes, Suite 202  
Tampa, FL 33614

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

***ARTICLE VIII***  
**OFFICERS**

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other officers as may be designated by the Bylaws; provided, the offices of Secretary and Treasurer may be held by one person. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and address of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

**President:**

Richard V. Dunn                              8405 N. Himes, Suite 202  
Tampa, Florida 33614

**Vice-President:**

Kenneth A. Jones                            8405 N. Himes, Suite 202  
Tampa, FL 33614

**Secretary / Treasurer:**

Eugene L. Thompson, Jr.                  8405 N. Himes, Suite 202  
Tampa, FL 33614

***ARTICLE IX***  
**IDEMNIFICATION**

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 party 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 willful misfeasance of malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interests 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.

***ARTICLE X***  
**BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

***ARTICLE XI***  
**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

***ARTICLE XII***  
**TERM**

The term of the Association shall be perpetual.

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
MONACO GARDENS HOMEOWNERS' ASSOCIATION, INC.; July 11, 1983**

---

***ARTICLE XIII***  
**AMENDMENTS**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Section 2. Vote. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limited on Amendments. No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members and the joinder of all owners of mortgages on parcels in the Monaco Gardens townhouse project.

Section 4. Certification. A copy of each amendment shall be certified by the Secretary of State.

***ARTICLE XIV***  
**FHA/VA APPROVAL**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XV

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Richard V. Dunn	8405 N. Himes, Tampa, Florida 33614
Kenneth A. Jones	8405 N. Himes, Tampa, Florida 33614
Eugene L. Thompson, Jr.	8405 N. Himes, Tampa, Florida 33614

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers of this Association, have executed these Articles of Incorporation this 11<sup>th</sup> day of July, 1983.

*Richard V. Dunn*  
 \_\_\_\_\_  
*Kenneth A. Jones*  
 \_\_\_\_\_  
*Eugene L. Thompson, Jr.*  
 \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Richard V. Dunn, Kenneth A. Jones and Eugene L. Thompson, Jr., who after being duly sworn, acknowledge that they executed the foregoing Articles of Incorporation for the purposes herein expressed in such Articles this 11<sup>th</sup> day of July, 1983.

*Linda [Signature]*  
 \_\_\_\_\_  
 Notary Public  
 Notary Public, State of Florida at Large  
 My Commission Expires Nov. 11, 1986  
 COMMERCIAL INSURANCE & FINANCE, INC.  
 A HARVEY INSURANCE & FINANCE, INC.

My Commission Expires:

0022h