



732603

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REFERENCE : 270565 8739A  
AUTHORIZATION : Patricia Puyet  
COST LIMIT : \$ 35.00

ORDER DATE : February 24, 1997  
ORDER TIME : 12:18 PM  
ORDER NO. : 270565-005  
CUSTOMER NO: 8739A

CUSTOMER: Steven M. Goldsmith, Esq.  
Siegel & Lipman  
Suite 801  
5355 Town Center Road  
Boca Raton, FL 33432

FILED  
91 FEB 24 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400002096024--7.4

DOMESTIC AMENDMENT FILING

NAME: VIA VERDE HOMEOWNERS  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk  
EXAMINER'S INITIALS: \_\_\_\_\_

*Handwritten signature and date:*  
2/25/97  
DC

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VIA VERDE HOMEOWNERS ASSOCIATION, INC.**

**FILED**  
97 FEB 24 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Article VI(a), entitled "Board of Directors", is amended to read as follows:

"(a) The affairs of the Association shall be managed by a Board of Directors consisting of six Directors. The Directors may, but need not be, members of the Association and need not be residents of the State of Florida. Five directors must be residential property owners within one of the communities within the Association. The other director shall be a commercial property owner, a commercial property owner's designee, or an individual owning a business operating from commercial property within the Association. Elections shall be by plurality vote. The term of the Directors so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the entire Membership. The entire Membership shall be defined as the voting representatives as provided for in the By-Laws and Articles of Incorporation of the Association."

**SECOND:** Article XIII(a), entitled "Transaction In Which Directors Or Officers Are Interested", is amended to delete paragraph (a) in its entirety and to read as follows:

"(a) No member of the board of directors shall obtain compensation, consideration, remuneration, or money ("compensation"), directly or indirectly, from a business, enterprise, association, or occupation ("business") that performs services or provides goods to the Association. Such business with the Association represents a prohibited conflict of interest. This prohibited conflict of interest may not be waived by a vote of the board of directors but, instead, requires an affirmative vote from the entire membership as defined herein."

**THIRD:** Article XVI, entitled "Arbitration", is added to the articles as follows:

"Any and all disputes between the Association, its board of directors, and/or its voting representatives shall be submitted to binding arbitration in accordance with the rules of the American Arbitration Association. No dispute, conflict or matter shall be filed in a court of competent jurisdiction. Arbitration shall be binding, and is the exclusive procedure for resolving any such dispute, conflict or matter."

**FOURTH:** The date of adoption of the amendment(s) was: December 17, 1996.

**FIFTH:** There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.

ATTEST:

VIA VERDE HOMEOWNERS  
ASSOCIATION, INC., a Florida  
corporation

  
\_\_\_\_\_  
John Mihalik, Secretary

By:  President  
\_\_\_\_\_  
Mary Epling, President

Date: 2/14/97

via/articles