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VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

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This instrument prepared by:  
Robert L. Moore  
Attorney at Law  
P.O. Box 1767  
Venice, FL 34284-1767



CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

VENICE ACRES IMPROVEMENT ASSOCIATION, INC., its address being  
c/o Argus Management, 181 Center Rd., Venice, FL 34285, Sarasota County, by the  
hands of the undersigned hereby certifies that:

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The Declaration of Restrictions of Venice Acres Improvement Association, Inc. is recorded in O.R. Book 1166, page 2165, et seq., and O.R. Book 1885, page 1838, of the Public Records of Sarasota County, Florida. The following amendments to the Articles of Incorporation of Venice Acres Improvement Association, Inc. were submitted to the entire membership of the Association at a special meeting called and held on the 12<sup>th</sup> day of December, 2013, and approved by affirmative vote by not less than two-thirds (2/3) of those voting interest of the Association as required by the Declaration of Restrictions.

1. Article I, Name, is hereby amended as follows:

The name of the corporation (hereinafter called the "ASSOCIATION") is VENICE ACRES IMPROVEMENT ASSOCIATION, INC. - UNIT II, INC. \*

\*Any reference to Venice Acres in these articles shall be interpreted to mean Venice Acres ~~Unit II~~ Improvement Association Inc. (Unit I and Unit II)

2. Article II, Purposes and General Powers, is hereby amended as follows:

~~(f) charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Board of Directors of the Association;~~

(f) ~~(g)~~ control, maintain and repair private streets and roads, bridle paths, preservation areas, recreation areas and facilities, lakes, waterways and drainage facilities and other usable open spaces for which the obligation to maintain and repair has been delegated and accepted.

Prepared by:  
Robert L. Moore, Esq.  
PO Box 1767  
Venice, FL 34284  
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FBN: 108640

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3. Article IV, Quorum, is hereby amended as follows:

10% of the authorized votes shall constitute a quorum, which shall be the minimum number of voters present to constitute a valid meeting. Proxies shall be permissible if executed in writing by the absent voter or his/her duly authorized attorney-in-fact. ~~No proxy shall be valid for more than 11 months unless otherwise provided in the proxy: A proxy is only valid for the meeting for which it is given.~~

4. Article VII, Officers, is hereby amended as follows:

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

| OFFICE               | NAME             |
|----------------------|------------------|
| President            | Kendall LeBlanc  |
| Exec. Vice President | Fred G. Barber   |
| Vice President       | Stephan Malmberg |
| Treasurer            | Linda Grappin    |

Section 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 6: Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in the order of their election), shall perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as, from time to time, may be assigned to him/her by the President or by the board of Directors.

Section 7: Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she or the Association's property management company of record shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws Articles of Incorporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8: Secretary. The Secretary or the Association's property management company of record shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the corporation under its Seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or the Association's property management company of record and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

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5. Article IX, Board of Directors, is hereby amended as follows:

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are: Those same persons named as officers in Article VIII, Section 2, hereof.

6. Article X, By-Laws, is hereby amended to read as follows:

Section 1. The Board of Directors of this corporation may provide ~~such~~ submit to amend, add, or delete any By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. ~~The By-Laws so passed or amended~~ Any By-Law changes submitted by the Board of Directors must be approved by a 2/3 majority vote of those present or by Proxy at the next general membership meeting.

6. Article XI, Amendments, is hereby amended as follows:

Section 1. These Articles of Incorporation may be amended by a 2/3 vote of those present or by proxy at the annual meeting or at a special meeting of the membership called for that purpose. ~~by a two-thirds vote of those present.~~

Section 2. ~~Amendments~~ Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

7. Article XII, Indemnification of Officers and Directors, is hereby amended as follows:

Section 1. The ASSOCIATION hereby indemnifies any directors or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding: proceeding.

IN WITNESS WHEREOF, said Association has caused this Amendment to be signed in its name by its President, and attested to by its Secretary, this 19<sup>th</sup> day of FEBRUARY, 2014.

Attest:

VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

By: [Signature]  
Secretary

By: [Signature]  
President

WITNESSES:

[Signature]  
[Signature]

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared COLLEEN HUTCHINSON as President and JOSEPH PETREY as Secretary, of VENICE ACRES IMPROVEMENT ASSOCIATION, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Amendment of Bylaws on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said

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Amendment to the Bylaws and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

this 19th WITNESS my hand and official seal at Venice, Sarasota County, Florida day of FEBRUARY 2014.

DENISE MARIE MAJKA  
Printed Name of Notary:  
Denise Marie Majka  
Notary Public  
Commission # EE 170276

My Commission Expires: 4/20/2016

