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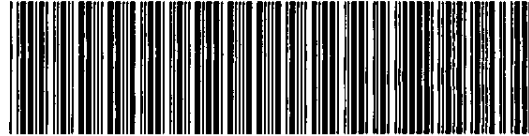
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CLERK OF THE COURT
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Amended
2/5/11

FILED
2011 DEC 12 AM 9:58
SECRETARY OF STATE
PALM BEACH, FLORIDA

SECOND ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
WILLOW BEND ASSOCIATION, INC.

FIRST: The name of the corporation is: **Willow Bend Association, Inc.;**

SECOND: The corporation adopted amendments to its Articles of Incorporation, specifically two amendments, attached as Exhibit "A" (the language added is underlined; the language deleted is ~~struck out~~);

THIRD: The date of the adoption of the amendments by the corporation's board of directors was September 8, 2011;

FOURTH: The date of the adoption of the amendments by the corporation's members was November 10, 2011, and the number of votes cast for the amendments were sufficient for approval.

Dated this 1st day of December, 2011.

Witnesseth:

Sign Name Here: [Signature] [Signature]
Beverly Grossman, President

Print Name Here: Elisa Carlton

Sign Name Here: [Signature]

Print Name Here: T. Frontroth

Sign Name Here: [Signature] [Signature]
Benjamin Piltch, Secretary

Print Name Here: Elisa Carlton

Sign Name Here: [Signature]

Print Name Here: T. Frontroth

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st day of December, 2011 by Beverly Grossman and Benjamin Piltch who are personally known to me or who have produced [Signature] as identification.



[Signature]
Printed Name:
Notary Public, State of Florida
Serial Number:
My Commission Expires:

**EXHIBIT "A" TO THE
SECOND ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WILLOW BEND ASSOCIATION, INC.**

1) Article VII of the Articles of Incorporation of Willow Bend Association, Inc., entitled "Directors," is amended as follows:

A. The affairs and property of the Association shall be managed and governed by a Board of Directors ("Board of Directors") composed of not less than three (3) persons ("Directors"), but always an odd number of persons. ~~The first Board of Directors shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the By-Laws of the Association.~~

B. Directors shall be elected by the members in accordance with the By-Laws at the regular annual meeting of the membership of the Association. Directors shall be elected to serve for a term of two (2) years ~~beginning with the annual election in February, 1990. The Board shall be elected for staggered terms. with the five (5) candidates receiving the most votes to serve for two (2) years and the next four (4) candidates serving for one (1) year for the year 1990 only. Thereafter, at~~ At each annual meeting, the election shall be for two (2) year terms for those Directors whose terms of office have expired. The number of directors shall be determined as provided in the By-Laws ~~There shall be nine (9) members of the Board of Directors.~~

C. Any Director who misses three (3) consecutive regular Board of Directors' Meetings shall automatically be removed from the Board of Directors.

2) Article XII of the Articles of Incorporation of Willow Bend Association, Inc., entitled "Amendments," is amended as follows:

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration may be made by a majority of the Board of Directors or a majority of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ~~thirty (30) forty-five (45)~~ days nor more than sixty (60) days following his receipt of the proposed amendment. Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of three-fourths (3/4) of the Members present at a duly called and held meeting of the Association and an affirmative vote of two-thirds (2/3) of the Board of Directors shall be required for approval of the proposed amendment.

B. Any Member may waive any ~~of~~ or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meeting to vote thereon, either before, at or after a membership meeting at which a vote is taken to amend these Articles.