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February 3, 2000

CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

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**RE: The Waterview Towers Condominium Association, Inc.;**  
**Amendment to Articles of Incorporation**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **The Waterview Towers Condominium Association, Inc.**, as well as a check in the amount of **\$87.50** to cover the cost of filing same and return of a stamped copy to my attention.

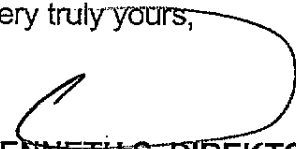
**International Offices:** Thank you for your attention to this matter.

Beijing,  
People's Republic  
of China

Prague,  
Czech Republic

Bern, Switzerland\*

Very truly yours,

  
**KENNETH S. DIREKTOR**  
For the Firm

KSD/ebd  
Enclosures

cc: The Waterview Towers Condominium Association, Inc.

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**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2000  
\*KSD/ebd  
2-7-00

**CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
THE WATERVIEW TOWERS CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **The Waterview Towers Condominium Association, Inc.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are true and correct copies as amended, pursuant to Article XII thereof, by the membership at a duly called and noticed meeting of the members held November 11, 1999 and recessed and adjourned to December 9, 1999 and recessed and adjourned to January 10, 2000. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**AMENDMENTS TO THE  
ARTICLES OF INCORPORATION OF  
THE WATERVIEW TOWERS CONDOMINIUM ASSOCIATION, INC.**

(Additions shown by "underlining",  
deletions shown by "~~strikeout~~")

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit, for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

The terms contained in these Articles shall have the meaning set forth in the "Act" (as hereinafter defined), and for clarification the following terms will have the following meanings:

\* \* \*

O. "Commercial Unit Owner" means the record owner of a Commercial Unit.

\* \* \*

EE. "Residential Unit Owner" means the record owner of a Residential Unit.

\* \* \*

JJ. "Unit Owner(s)" means the record owner(s) of a Unit.

\* \* \*

**ARTICLE IV**

**MEMBERS**

The qualification of Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by Members shall be as follows:

A. ~~Until Submission, the Members of this Association shall be comprised solely of the Subscribers ("Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members~~

~~may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.~~

~~B. Upon Submission, the Subscriber Members' rights and interests shall be automatically terminated and the Unit Owners, which in the first instance means the Developer as the owner of the Units, shall be entitled to exercise all of the rights and privileges of Members.~~

~~G. A. Membership in the Association shall be established by the acquisition of.....~~

~~D. B. No member may assign, hypothecate or transfer in any manner his.....~~

~~E. C. Membership in the Association shall be divided into three (3) classes, with....~~

~~F. D. The following provisions shall govern the right of each Member to vote and...~~

\* \* \*

## ARTICLE VII

### OFFICERS

A. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board. All officers shall be elected from among the Board members.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate, ~~provided, however, notwithstanding any provision herein or in the By-Laws to the contrary, commencing with the election of officers by the Board elected after the "Developer's Resignation Event" (as that term is defined in Article IX herein) only the Class R Directors shall be entitled to vote in the election of the President, one Vice-President, the Secretary and the Treasurer. Such officers shall be elected annually by the Class R Directors of the Board, as the case may be, at the first meeting of the Class R Directors or the Board, as the case may be; provided, however, such officers may be removed by the Class R Directors or the Board, as the case may be, and other persons may be elected by the Class R Directors or the Board, as the case may be, as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall neither be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary or Assistant Secretary.~~

\* \* \*

## ARTICLE IX

### BOARD OF DIRECTORS

A. ~~The number of Directors on the first Board of Directors (the "First Board") and thereafter until the "Annual Members Meeting" (as that term is defined in the By-Laws) after the Developer's Resignation Event shall be seven (7). The number of Directors elected subsequently shall be as provided in Paragraph G C of this Article IX.~~

~~B. The names and addresses of the persons who are to serve as the First Board are as follows:~~

<del>NAME</del>	<del>ADDRESS</del>
<del>CLASS R DIRECTORS</del>	
<del>Lawrence O. Perl</del>	<del>One Financial Plaza Hartford, Connecticut 06103</del>
<del>Donald R. Calabro</del>	<del>One Financial Plaza Hartford, Connecticut 06103</del>
<del>Elliott B. Barnett</del>	<del>One Corporate Plaza 110 East Broward Boulevard Fort Lauderdale, Florida 33302</del>
<del>CLASS C-1 DIRECTORS</del>	
<del>David T. Chase</del>	<del>One Financial Plaza Hartford, Connecticut 06103</del>
<del>Roger M. Freedman</del>	<del>One Financial Plaza Hartford, Connecticut 06103</del>
<del>CLASS C-2 DIRECTORS</del>	
<del>Frank Donovan</del>	<del>Guardian Building Detroit, Michigan 48225</del>
<del>James Bent</del>	<del>343 North Steele Road West Hartford, Connecticut</del>

~~Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.~~

~~C. B. Waterview Towers shall have one hundred thirty-two (132) Residential Units and two (2) Commercial Units [one hundred thirty-four (134) "Total Units"] unless the number of Units is increased or decreased in accordance with the provisions of the Declaration.~~

~~There shall be three (3) classes of Directors with Class R Directors, Class C-1 Directors and Class C-2 Directors constituting separate classes. There shall initially be three (3) Class R Directors, two (2) Class-1 Directors and two (2) Class C-2 Directors. The Class R Directors shall be elected by the Residential Unit Owners or designated by the Developer as hereinafter set forth. The Class C-1 Directors shall be elected by the C-1 Commercial Unit Owner or designated by the Developer as hereinafter set forth. The Class C-2 Directors shall be elected by the C-2 Commercial Unit Owner or designated by Developer as hereinafter set forth.~~

~~When Unit Owners other than the Developer ("Purchaser Members") shall own fifteen (15%) percent of the Total Units, the Residential Unit Purchaser Members shall be entitled to elect by plurality vote one third (1/3) of the Class R Directors, which election shall take place at a special meeting (the "Initial Election Meeting"), notice of which shall be given by the Board within sixty (60) days of such conveyance of fifteen (15%) percent of the Total Units to Purchaser Members. The Developer shall designate the remaining Class R Directors of the Board at the Initial Election Meeting. The Class R Directors to be~~

~~so elected by the Residential Unit Purchaser Members and the Class R Directors to be designated by Developer are hereinafter collectively referred to as Class R Directors of the "Initial Elected Board" (as that term is hereinafter defined).~~

~~When Purchaser Members shall own fifteen (15%) percent of the Total Units, the C-1 Commercial Unit Purchaser Member shall be entitled to elect one of the Class C-1 Directors, which election shall take place at the Initial Election Meeting. The Developer shall designate the remaining Class C-1 Director of the Board at the Initial Election Meeting. The Class C-1 Director to be so elected by the C-1 Commercial Unit Purchaser Member and the Class C-1 Director to be designated by Developer as hereinafter collectively referred to as Class C-1 Directors of the Initial Elected Board.~~

~~When Purchaser Members shall own fifteen (15%) percent of the Total Units, the C-2 Commercial Unit Purchaser Member shall be entitled to elect one of the Class C-2 Directors, which election shall take place at the Initial Election Meeting. The Developer shall designate the remaining Class C-2 Director of the Board at the Initial Election Meeting. The Class C-2 Director to be so elected by the C-2 Commercial Unit Purchaser Member and the Class C-2 Director to be designated by Developer are hereinafter collectively referred to as Class C-2 Directors of the Initial Elected Board. The Class R Directors, the Class C-1 Directors and the Class C-2 Directors elected and appointed at the Initial Election Meeting shall constitute the "Initial Elected Board".~~

~~Each class of the Initial Elected Board shall succeed, in part, to the First Board upon their election and designation. Subject to the provisions of Paragraph D. herein, Class R Directors, Class C-1 Directors and Class C-2 Directors of the Initial Elected Board shall serve until the next Annual Members Meeting. At such time, one third (1/3) of the Class R Directors shall be elected by the plurality vote of Residential Unit Purchaser Members and the remaining Class R Directors shall be designated by the Developer; one of the Class C-1 Directors shall be elected by the C-1 Commercial Unit Purchaser Member and the remaining Class C-1 Director shall be designated by Developer; and one of the Class C-2 Directors shall be elected by the C-2 Commercial Unit Purchaser Member and the remaining Class C-2 Director shall be designated by the Developer. The Class R Directors, Class C-1 Directors and the Class C-2 Directors shall continue to be so elected and designated at each subsequent Annual Members Meeting until such time as each class of Purchaser Members is entitled to elect not less than a majority of the Class R Directors, Class C-1 Directors or Class C-2 Directors on the Board. Developer reserves the right, until such time as each class of Purchaser Members is entitled to elect not less than a majority of the Directors for each class of Directors on the Board, to designate successor Directors to fill any vacancies caused by the resignation or removal of Directors designated by Developer pursuant to this Paragraph C.~~

~~D. Residential Unit Purchaser Members, the C-1 Commercial Unit Purchaser Member or the C-2 Commercial Unit Purchaser Member, as the case may be, is entitled to elect not less than a majority of Class R Directors, Class C-1 Directors or Class C-2 Directors, as the case may be, upon the happening of any of the following events, whichever shall first occur (the "Majority Election Event"):~~

- ~~1. Three (3) years after fifty (50%) percent of the Total Units have been conveyed to Purchaser Members as evidenced by the recording of instruments of conveyance amongst the Public Records of Palm Beach County, Florida; or~~
- ~~2. Three (3) months after ninety (90%) percent of the Total Units have been conveyed to Purchaser Members as evidenced by the recording of instruments of conveyance amongst the Public Records of Palm Beach County, Florida; or~~

3. ~~When all of the Total Units have been completed (as evidenced by the issuance of a Certificate of Occupancy for all of same) and some have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business; or~~

4. ~~When some of the Total Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or~~

5. ~~When Developer, as Developer has the right to do at any time, upon written notice to the Association, relinquishes its right to designate a majority of the Board.~~

E. ~~The election of not less than a majority of the Board by the Residential Unit Purchaser Members, the C-1 Commercial Unit Purchaser Member and the C-2 Commercial Unit Purchaser Members, respectively, shall occur at a special meeting (the "Majority Election Meeting") to be called by the Board, notice of which shall be given within sixty (60) days of the Majority Election Event.~~

F. ~~At the Majority Election Meeting, the Residential Unit Purchaser Members shall by plurality vote elect two (2) Class R Directors, the C-1 Commercial Unit Purchaser Member shall elect two (2) Class C-1 Directors, the C-2 Commercial Unit Purchaser Member shall elect two (2) Class C-2 Directors and the Developer, until the Developer's Resignation Event, shall be entitled to designate one (1) Class R Director. Developer reserves the right, until the Developer's Resignation Event, to name the successor, if any, to any Director it has so designated.~~

G. ~~C. Class R Directors, Class C-1 Directors and Class C-2 Directors, as the case may be, shall continue to be so elected and designated as described in Paragraph F above at each subsequent Annual Members Meeting, until the Annual Members Meeting following the Developer's Resignation Event. At the Annual Members Meeting following the Developer's Resignation Event, the Board shall be increased to a total of The Board shall be comprised of a total of eight (8) Directors consisting of four (4) Class R Directors, two (2) Class C-1 Directors and two (2) Class C-2 Directors.~~

H. ~~D. All elections of the Board shall be conducted in the manner prescribed in the Act and the applicable provisions of the Florida Administrative Code, as same may be amended from time to time. The Initial Election Meeting and Majority Election Meeting shall be called by the Association through its Board by written notice of meeting given to all Members in accordance with the By-Laws; provided, however that the Members shall be given at least thirty (30) but not more than forty (40) days' notice of such meeting. The notice shall also specify the number of Directors in each class which shall be elected by the Purchaser Members and the number of Directors in each class to be designated by Developer.~~

I. ~~Upon the earlier to occur of the following events, the Developer shall cause all of its designated Class R Directors, Class C-1 Directors and Class C-2 Directors to resign ("Developer's Resignation Event"):~~

1. ~~When the Developer no longer holds for sale at least five (5%) percent of the Total Units in the ordinary course of business; or~~

2. ~~When Developer, as Developer has the right to do at any time, causes the voluntary resignation of all of the Class R Directors, Class C-1 Directors and Class C-2 Directors designated by it.~~

~~In the event the Developer's Resignation Event occurs after the Majority Election Meeting, then upon the Developer's Resignation Event, the Class R Directors elected by Purchaser Members shall elect successor Class R Directors to fill the vacancies caused by the resignation or removal of the Developer's designated Class R Directors. These successor Class R Directors shall serve until the next Annual Members Meeting and until their successors are elected and qualified. If upon Developer's Resignation Event the Majority Election Meeting has not occurred, then prior to the resignation of the Class R Directors, the Class C-1 Directors and the Class C-2 Directors, appointed by Developer, the Board shall call the Majority Election Meeting in accordance with the By-Laws and the Act to elect successor Class R Directors, Class C-1 Directors and Class C-2 Directors for the Directors appointed by Developer.~~

~~J. E.~~ At each Annual Members Meeting held subsequent to the year in which the Developer's Resignation Event occurs, all of the Class R Directors shall be elected by plurality vote of the Class R Members, all of the Class C-1 Directors shall be elected by the Class C-1 Member and all of the Class C-2 Directors shall be elected by the Class C-2 Member.

~~K. E.~~ The following provisions shall govern the right of each Director of Class....

\* \* \*

## ARTICLE XII

### AMENDMENTS

\* \* \*

B. After Submission, these Articles may be amended in the following manner:

\* \* \*

2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted and approved by the other of said bodies. Approval of the Members must be by a vote of two-thirds (2/3) of the Members present in person or by proxy at a meeting of the membership at which a quorum (as determined in accordance with the By-Laws) is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws with respect to the consideration of matters pertaining to the entire Condominium Property) is present.

C. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth herein with particular reference to individual rights and obligations of the Residential Unit Owners, the Commercial Unit Owners, or Class R, Class C-1 and Class C-2 Members and/or Directors without the written approval of ninety (90%) percent of the Residential Unit Owners or all of the Commercial Unit Owners, as the case may be approval of the owners of the Commercial Units in the condominium and the approval of the Residential Unit Owners in the manner provided in Article XXIV(F) of the Declaration.

\* \* \*

~~E. Notwithstanding the foregoing provisions of this Article XII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of the Developer, including the right to designate and select the Directors as provided in~~

Article IX hereof, or the provisions of this Article XII, without the prior written consent therefor by the Developer.

\* \* \* \* \*

WITNESS my signature hereto this 31<sup>ST</sup> day of JANUARY, 2000, at West Palm Beach, Palm Beach County, Florida.

THE WATERVIEW TOWERS CONDOMINIUM  
ASSOCIATION, INC.

Chris Bassford  
Witness Chris Bassford

BY: Thomas W. Christopher (SEAL)  
Thomas W. Christopher President

Ricardo M. Casas  
Witness Ricardo N. Casas

ATTEST: Sanford I. Rosen (SEAL)  
Sanford I. Rosen Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 31<sup>ST</sup> day of JANUARY, 2000, by THOMAS W. CHRISTOPHER and SANFORD ROSEN, as PRESIDENT and SECRETARY, respectively, of The Waterview Towers Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced \_\_\_\_\_ as identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Donna A. Bashar (Signature)  
DONNA A. BASHAR (Print Name)  
Notary Public, State of Florida at Large

