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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
TOWN & COUNTRY PROPERTY OWNERS ASSOCIATION, INC.  
a not-for-profit corporation**

Pursuant to the Florida Not for Profit Corporation Act (the "Act") and the rights provided under the Bylaws of TOWN & COUNTRY PROPERTY OWNERS ASSOCIATION, INC. (the "Association"), the Association hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. **Article II – Principal Office:** Is hereby deleted in its entirety and replaced with the following:

**ARTICLE II – PRINCIPAL OFFICE**

The principal office of the Association shall be located at 7270 N.W. 12<sup>th</sup> Street, Suite 100, Miami, Florida 33126.

2. **Article III – Registered Agent and Registered Office:** Is hereby deleted in its entirety and replaced with the following:

**ARTICLE III – REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the Registered Office of the Association is One SE 3<sup>rd</sup> Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131. The name of the Registered Agent of the Association is: American Information Services, Inc.

3. **Article VI – Voting Rights:** According to the provisions of Article VI, the Class B membership terminated on July 1, 1985. This Article is hereby deleted in its entirety and replaced with the following:

**ARTICLE VI – VOTING RIGHTS**

Voting rights shall be as set forth in ARTICLE IV, MEETING OF MEMBERS, Section 5. Voting, of the Bylaws of the Association.

4. **Article VII – Board of Directors:** Is hereby deleted in its entirety and replaced with the following:

**ARTICLE VII – BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than nine (9) members. The initial number of directors shall be three (3). Board

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members shall be appointed and/or elected as stated in the Bylaws. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
MICHAEL T. MONTERO	7270 NW 12 <sup>th</sup> Street, Suite 100 Miami, FL 33126
EDGAR HIDALGO	7270 NW 12 <sup>th</sup> Street, Suite 100 Miami, FL 33126
ANGEL MONTOTO	7270 NW 12 <sup>th</sup> Street, Suite 100 Miami, FL 33126

5. Article VIII – Officers: Is hereby deleted in its entirety and replaced with the following:

**ARTICLE VIII – OFFICERS**

The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	MICHAEL T. MONTERO
Vice President and Secretary:	EDGAR HIDALGO
Vice President and Treasurer:	ANGEL MONTOTO

6. Article IX – Amendments: The following Articles is hereby added:

**ARTICLE IX – AMENDMENTS**

a. **General Restrictions or Amendments.** Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Villas of Town & Country, LLC, a Florida limited liability company ("Town & Country"), as "Declarant" or "Developer" under the Declaration, or its successors and/or assigns, unless such amendment receives the prior written consent of Town & Country or its assigns, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

b. **Amendments Prior to the Turnover Date.** Prior to the Turnover Date, Town & Country shall have the right to amend these Articles as it deems appropriate without the joinder or consent of any person or entity whatsoever. Town & Country's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to the Turnover Date, Association must first obtain Town & Country's prior written

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consent to any proposed amendment. Thereafter, an amendment identical to that approved by Town & Country may be adopted by Association pursuant to the requirements for amendments from and after the Turnover Date. Thereafter Town & Country shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

c. Amendments From and After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (j) two-thirds (66 2/3%) of the Board, and seventy-five percent (75%) of all the votes in the Association.

7. Article X – Architectural Control Committee: The following Article is hereby added:

**ARTICLE X – ARCHITECTURAL CONTROL COMMITTEE**

The following persons are appointed by the Board as the initial members of the Architectural Control Committee:

MICHAEL T. MONTERO  
EDGAR HIDALGO  
ANGEL MONTOTO

8. In all other respects the Articles of Incorporation of the Association shall remain unchanged and in full force and effect.

In accordance with Section 617.0123(1) of the Act, this Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing Amendment to the Articles of the Corporation was proposed and unanimously approved in accordance with the provisions set forth in the Bylaws of the Association and with the joinder and consent of Town & Country, as "Declarant" on January 17, 2006. The amendments were approved by the members and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Association has executed these Articles of Amendment this 17 day of January, 2006.

  
\_\_\_\_\_  
Michael T. Montero, President

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions all of the statutes relative to the proper and complete performance of its duties.

Dated this 17<sup>th</sup> day of January, 2006.

AMERICAN INFORMATION SERVICES, INC.



Angelica M. Chiru, Assistant Secretary