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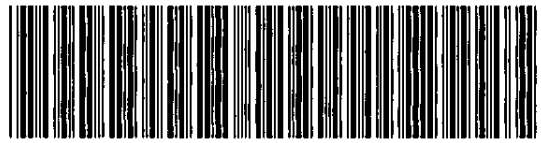
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Amend
@ 1/26/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tivoli Lakes of Palm Beach County Homeowners Association, Inc.

DOCUMENT NUMBER: NO3000002549

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David A. Core, Esq.

(Name of Contact Person)

St. John, Core & Lemme, P.A.

(Firm/ Company)

1601 Forum Place, Suite 701

(Address)

West Palm Beach, FL 33401

(City/ State and Zip Code)

For further information concerning this matter, please call:

David A. Core, Esq.

(Name of Contact Person)

at (561) 655.8994

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
TIVOLI LAKES OF PALM BEACH COUNTY HOMEOWNERS ASSOCIATION, INC.**

DOCUMENT NUMBER N03000002549

Pursuant to Sections 617.1006 and 720.306, Florida Statutes, this undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment Adopted: Article VII^{gc} Section 1, of the Articles of Incorporation is amended to read as shown on Exhibit "A" attached hereto and incorporated herein by reference. Article XI, Section 1, of the Articles of Incorporation is amended to read as shown on Exhibit "A" attached hereto and incorporated herein by reference.

SECOND: The date of adoption of the amendment was November 18, 2008.

THIRD. There were members entitled to vote on the amendment and the amendment was adopted by the required majority of the Board and majority to the total voting interests of the Association.

Executed this 22ND day of DECEMBER, 2008.

Signature: _____

Stuart Rodkin, President

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Amendments To Articles of Incorporation of Tivoli Lakes of Palm Beach County Homeowners Association, Inc.

[Added language is underlined. Deleted language is ~~lined through~~.]

1. Article VII, Section 1 of the Articles of Incorporation shall be amended to read as follows:

ARTICLE VII, SECTION 1

1. The business affairs of the Association shall be managed by an Initial Board of Directors (the "Initial Board") composed of three (3) persons. The Members other than the Developer (the "Purchaser Members") shall be entitled to elect a majority of the Board of Directors of the Association three (3) months after ninety percent (90%) of the Total Lots have been conveyed to Purchaser Members. The Developer shall be entitled to elect at least one (1) Director to serve on the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Total Lots.

Beginning with the 2009 Annual Members' Meeting, the Board of Directors shall consist of five (5) Directors. At the 2009 Annual Members' Meeting, the three(3) Directors receiving the highest number of votes from the Owners shall be elected to initially serve two(2) year terms, and the remaining two(2) Directors shall be elected to initially serve one(1) year terms. If at the 2009 Annual Members' Meeting there is a tie in the number of votes for two or more candidates affecting who shall serve a two-year term, there shall be a run-off election to determine which candidate serves a two-year term unless the candidates agree among themselves to draw lots to determine who serves the two-year term and who serves a one-year term. Such a run-off election, if any, shall be scheduled at the 2009 Annual Members' Meeting to occur not more than ten (10) days after the Annual Members' Meeting, and the Members shall be entitled to vote in person, by proxy or by absentee ballot. For each election after the 2009 Annual Members' Meeting, all Directors shall be elected to serve two (2) year terms, with the terms of either three(3) or two(2) Directors expiring each year.

Following the time the Developer relinquishes control of the Board of Directors of the Association, the Developer, may exercise the right to vote any developer-owned Lots, in the same manner as any other Member, except for the purpose of reacquiring control of the Board of Directors of the Association or for the purpose of selecting the majority of the members of the Board of Directors of the Association.

Elections shall be by plurality vote at a meeting at which a quorum of the Membership of the Association is voting in person, by absentee ballot or by proxy.

Until such time as the Purchaser Members shall be entitled to elect all of the Directors, the Developer shall have the absolute right, in its sole and absolute discretion and at any time, to remove any Director selected by the Developer and to replace the Director so discharged.”

2. Article XI, Section 1, of the Articles of Incorporation shall be amended to read as follows:

ARTICLE XI

1. Amendments to these Articles of Incorporation shall require the affirmative vote of majority of the Board of Directors and upon the approval of fifty-five percent (55%) of all Members. At a Members' meeting, Members shall be entitled to vote in person, by absentee ballot or by limited proxy the affirmative vote of the Members of the Association who have the right to vote a majority of all votes of the entire membership; provided, however, that: (i) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, (ii) these Articles shall not be amended in any manner without the prior written consent of the Developer to such amendment, so long as the Developer is the Owner of any Lot, and (iii) these Articles shall not be amended in any manner which shall reduce, amend, affect, modify, or conflict with the terms, covenants, provisions, rights and obligations set forth in the Declaration.

2. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either at an annual meeting or at a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members.

3. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes and the same shall be recorded among the Public Records of Palm Beach County, Florida.

END OF AMENDMENTS

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