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FILE NO. 1930734

October 26, 1999

Division of Corporation
Amendment Section
PO Box 6327
Tallahassee, FL 32314

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Re: West Lake Village Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed please an original and one copy of the Articles of Amendment to the Articles of Incorporation of West Lake Village Homeowners' Association, Inc. and a check in the amount of \$43.75. Please file the enclosed Articles of Amendment and forward a certified copy to our office at the above address.

If you should have any questions, please do not hesitate to contact me at your earliest convenience.

Sincerely yours,

SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & SOBEL, P.A.


Stephanie Moeller for
Lisa A. Lerner

/sm
Enclosure(s)

amend
NFS 11-4-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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99 OCT 28 PM 2:51

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
WEST LAKE VILLAGE HOMEOWNERS' ASSOCIATION, INC.**

1. The Articles of Incorporation of West Lake Village Homeowners' Association, Inc., a Florida corporation not-for-profit (the "Association"), created pursuant to Chapter 617, Florida Statutes were filed on June 22, 1993.
2. Pursuant to the provisions of Section 617.1006, Florida Statutes, the Association adopts the following Articles of Amendment to its Articles of Incorporation.
3. New Language is indicated by underscoring type.
Deleted language is indicated by ~~struck-through~~ type.
4. Sections 3.2, 3.3 and 3.4 of Article 3 of the Articles of Incorporation entitled "Members" are hereby amended as follows:

MEMBERS

3.2 Voting Rights. ~~The votes~~ voting rights of the classes of Members of the Association shall be as described in Article 3 of the Declaration. ~~cast by their respective classes of Voting Members as follows:~~

~~Class A. Class A Members shall be all those owners, as defined in Section 3.1, with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify).~~

~~Class A Members located in a specific Neighborhood shall be entitled to elect from among themselves a three (3) person Neighborhood Committee, which shall elect one (1) Voting Member to have and cast one (1) vote in all Association matters for each Lot in the Neighborhood from which the Voting Member is elected. The first election of such Voting Member shall be conducted at the time and in the manner provided herein and in the Association's By Laws. At such time, and at all times thereafter, the Class A Members owning Lots in the Neighborhood shall elect Neighborhood Committee members by plurality vote, using a written ballot (unless dispensed with by unanimous vote, at a meeting at which at least twenty five percent (25%) of the Members are present. The president of the Association shall call the meeting for the required time and an officer of the Association shall verify the Members eligible to vote as aforesaid and shall attend and chair the election meeting and certify to the Association the results thereof. Neighborhood election meetings shall be governed by Roberts Rules of Order (latest edition) to the extent not inconsistent with the Declaration or these Articles of Incorporation or By Laws of the Association.~~

~~Voting Members elected by Class A Members shall serve one (1) year terms (but may succeed themselves) or until their successors are duly elected and have qualified. In the event that a Voting Member who is elected as such by the Class A Neighborhood Committee resigns or otherwise ceases to serve as a Voting Member prior to the expiration of his term, the Neighborhood Committee shall elect a replacement Voting Member.~~

~~Class B. — The Class B Voting Member shall be the Developer, or a representative thereof designated by it in a written notice to the Association, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast by the Class A Voting Members. Such Class B Voting Member may be removed and replaced by the Developer in its sole discretion. The Class B Membership shall cease and terminate (and convert to a Class A Membership): (a) upon the earlier of (i) ninety (90) days after seventy five percent (75%) of the Lots have been sold and conveyed by the Declarant or Builders (provided, that sales from Declarant to a Builder shall not be used for determining the threshold of sales described above) or (ii) December 31, 2002, or (b) sooner at the election of Developer (whereupon the Class A Members shall be obligated to elect the Association's Board of Directors and assume control of the Association), at such time as the Developer elects, but in no event later than the date upon which all Lots ultimately to be located within The Properties have been sold and conveyed by the Developer.~~

3.3 Meetings of Voting Members. The By-Laws of the Association shall provide for an annual meeting of Voting Members, and may make provisions for regular and special meetings of Voting Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall exist if the Voting Members having the power to cast ten percent (10%) a majority of the votes of the entire Members membership shall be present in person or by proxy, at the meeting except that a quorum for the election of a Director from a specific Neighborhood shall consist of at least one Member from that Neighborhood present in person or by proxy at the regular annual meeting of the Members.

3.4 — General Matters. — ~~When reference is made herein, or in the Declaration, By Laws, Rules and Regulations, management contracts, or otherwise, to a majority or specific percentage of the Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members eligible to be cast by their respective Voting Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which quorum~~

~~exists) and not of the Members themselves (or their Lots) or of the individual Voting Members themselves.~~

All other Sections of Article 3 remain unchanged.

5. Sections 5.2, 5.4 and 5.5 of Article 5 of the Articles of Incorporation, entitled "Board of Directors" are hereby amended as follows:

BOARD OF DIRECTORS

5.2 Election of Directors. Except as otherwise provided herein ~~and for the first Board of Directors and their Developer-appointed replacements,~~ directors shall be elected by the ~~Voting~~ Members of the Association at the annual meeting of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in The Properties, ~~or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer.~~ ~~Notwithstanding the foregoing, until such time as the Class B Membership in the Association terminates, the Class B Voting Member shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association, without the necessity of a vote.~~

5.4 Vacancies. If a director shall for any reason cease to be a director, the remaining directors shall elect a successor to fill the vacancy for the balance of the unexpired term as set forth below. The successor shall be a Member of the particular Neighborhood represented by the vacant directorship. The Neighborhoods are comprised of the following: Phase I - Neighborhood A comprised of 81 Patio Homes, Phase I - Neighborhood B comprised of 81 Single Family Estate Homes, Phase I - Neighborhood C comprised of 74 Villas; Phase II - Neighborhood A comprised of 52 Patio Homes, Phase II - Neighborhood B comprised of 54 Single Family Estate Homes, Phase II - Neighborhood C comprised of 115 Villas; Phase III - Neighborhood A comprised of 75 Patio Homes, Phase III - Neighborhood B comprised of 34 Single Family Estate Homes and Phase III - Neighborhood C comprised of 154 Villas. In the event that no Member from the Neighborhood represented by the vacant directorship wishes to serve as a director, and the remaining number of directors is an odd number, the Board of Directors may, by majority vote, allow the vacant directorship to remain vacant until such time as the Members of the Neighborhood represented by the vacant directorship elect a director at an annual meeting of the Members. If, however, a vacancy results in an even number of directors remaining on the Board, and no Member from the Neighborhood represented

by the vacant directorship wishes to serve as a director, the directors shall appoint a Member from a Neighborhood with the same type of homes with the greatest number of Members to fill the vacant directorship. In the event that no Member from a Neighborhood with the same type of homes with the greatest number of Members wishes to fill the vacant directorship, the directors shall appoint a Member from a Neighborhood with the same type of homes with the second greatest number of Members. For illustrative purposes, in connection with the foregoing, if there is a vacancy in the directorship for Phase I - Neighborhood A comprised of 81 Patio Homes, the directors shall appoint a Member from Phase I - Neighborhood A to fill the vacancy. If no Member from Phase I - Neighborhood A wishes to serve as a director, the directors shall appoint a Member from Phase III - Neighborhood A comprised of 75 Patio Homes to fill the vacancy and if no Member from Phase III - Neighborhood A wishes to fill the vacancy, the directors shall appoint a Member from Phase II - Neighborhood A comprised of 52 Patio Homes to fill the vacancy.

5.5 Term of Office. ~~Director(s) designated by the Class B Voting Member shall serve until same is/are removed by the Class B Voting Member or until same become legally incapacitated from serving in such position. Directors elected by Class A Voting Members shall serve one (1) year terms commencing on the date of first day of the calendar year following their election (but may succeed themselves) or until their successors are duly elected and have qualified.~~

All of Sections of Article 5 remain unchanged.

6. Section 8.1 of Article 8 of the Articles of Incorporation entitled "Members" is hereby amended as follows:

AMENDMENTS

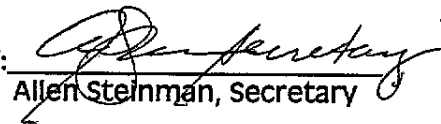
8.1 Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes; provided, however, (i) that ~~to the maximum extent lawful the Developer may unilaterally amend these Articles and/or shall have the right to approve any proposed amendments hereto not initiated by the Developer and~~ (ii) the vote required to amend these Articles shall be 66 2/3% of the votes of the total votes of the Voting Members present in person or by proxy at a duly noticed regular or special meeting of the Members at which a quorum has been attained. A quorum for the specific purpose of this Section 8.1 shall be deemed to constitute 25% of the Members present in person or by proxy at the duly notice regular or special meeting of the Members.

7. Pursuant to Article 8 of the Articles of Incorporation, these amendments were approved by not less than 66 2/3% of the votes of the total votes of the Voting Members of the Association present at a duly noticed special meeting of the Voting Members held on the 30th day of September, 1999 at which a quorum of Voting Members were present.
8. The number of votes cast by the Voting Members was sufficient for approval of the amendments.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Association have executed these Articles of Amendment this 8th day of October, 1999.

WEST LAKE VILLAGE HOMEOWNERS'
ASSOCIATION, INC.

BY: 
David Polansky, President

BY: 
Allen Steinman, Secretary

Bobbi Massoth
Bobbi Massoth
Andrea Giannetta