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Amend
@ 11/18/08

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November 12, 2008

Reply To:
Fort Myers
Joseph E. Adams, Esq.
JAdams@becker-poliakoff.com

Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, Florida 32301

Re: Portofino Master Association, Inc.


To Whom It May Concern:

Enclosed please find the Articles of Amendment to Articles of Incorporation for the above-referenced Corporation along with check number 1225 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,


Joseph E. Adams
For the Firm

JEA/sng
Enclosure (as stated)

FTM_DB: 415779_1

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Portofino Master Association, Inc.

SECOND: The attached amendment to the Articles of Incorporation was adopted by the membership.

THIRD: The attached amendment to the Articles of Incorporation was adopted by the required vote of the members on the 5th day of November, 2008.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

Carlin Eddy
Signature
Carlin Eddy
Printed Name

[Signature]
Signature
Donna Starr
Printed Name

PORTOFINO MASTER ASSOCIATION, INC.

BY:

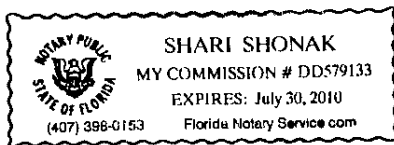
Donna Starr
Donna Starr, President

Date: November 5, 2008

(CORPORATE SEAL)

STATE OF Florida)
COUNTY OF Lee) SS:

The foregoing instrument was acknowledged before me this 5 day of November 2008, by Donna Starr, as President of Portofino Master Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) _____ as identification.



Shari Shonak
Notary Public

Shari Shonak
Printed Name

My commission expires: 7/30/2010

Amendment: Articles VI and VII, Articles of Incorporation

VI

VOTING RIGHTS

This Association shall have ~~two (2)~~ one (1) classes of voting memberships:

CLASS A: Class A Members shall be all of those Owners as defined in Article V with the exception of the Developer, as subsequently identified. There shall be one (1) vote appurtenant to each separately designated unit owned by a Class A Member. When more than one (1) person holds an interest in any unit, all such persons shall be members, and the vote for such unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such unit. The Bylaws may establish procedures for voting when title to a unit is held in the name of a corporation or more than one (1) person or entity. ~~At election of the Developer, Class A membership may be further divided into such number of separate subclasses as there are phases of Portofino, as described in the Declaration and Supplements thereto. If so established, each such subclass shall include, as members thereof, the Owners of units located within any phase designated as a subclass.~~

~~CLASS B: There shall be one (1) Class B Member, the Developer, Portofino Ft. Myers Limited Partnership, a Florida limited partnership, and/or its designated successors. The Class B Member shall have two hundred and fifty (250) votes in the affairs of the Association.~~

~~Notwithstanding any provisions to the contrary herein, the Developer as the Class B Member, shall have the right to elect or, appoint a majority of the Board of Directors of the Association until the occurrence, of the first to occur of the following events:~~

~~1. The occurrence of the events that require turnover of control as provided in Florida Statute Chapter 720 (2002);~~

~~2. After Developer has conveyed titled to such other percentage of the units, or such other date or event has occurred, as is set forth in the governing documents in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of units; or~~

~~3. Any earlier time that the Developer, in its sole discretion, voluntarily converts its Class B membership to Class A membership.~~

~~Upon the occurrence of the first of the foregoing events to occur, the then-existing Class A members shall be obligated to elect the Board and assume control of the Association. The Class B membership shall also cease and convert to a Class A membership at such time.~~

* * * * *

VII

DIRECTORS

~~———— The affairs of the Association shall be managed by a Board of Directors, who need not be members of the Association. The initial Board of Directors shall consist of three (3) Directors.~~

~~———— The number of Directors may be increased by the Bylaws, but shall never be less than three (3) Directors. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:~~

~~Tirso San Jose
600 Corporate Drive, Suite 102
Fort Lauderdale, Florida 33334~~

~~Michael Zitzmann
600 Corporate Drive, Suite 102
Fort Lauderdale, Florida 33334~~

~~Albert Valdivia
600 Corporate Drive, Suite 102
Fort Lauderdale, Florida 33334~~

~~———— After Developer ceases to be in control of the Board of Directors there will be such number of Directors as there are subclasses of Class A members. If no subclasses are established, then the Board of Directors will be composed of five (5) members elected by all Class A members at large. If established, each subclass of Class A members shall elect one (1) Director to serve on the Board of Directors and only the members of the subclass shall be permitted to vote for the Director to be elected by that subclass. Each Director to be elected by a subclass may be elected by the members of any condominium or homeowners' association whose membership is identical to the membership of the particular subclass or may be elected by the members of the subclass voting at the Association's annual meeting.~~

~~———— Unless contrary provisions are made by law, each Director's term of office shall be for one (1) year, provided that all Directors shall continue in office until their successors are duly elected and installed. There shall be at each annual meeting of the Association an election of Directors which have not been previously election by the members of the applicable subclass. Directors may serve successive annual terms without limitation.~~

~~———— A majority of the Directors currently serving as such shall constitute a quorum at meetings of the Board. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action of behalf of the Board. Each Director shall be entitled to one (1) vote on every matter presented to the Board of Directors.~~

~~———— Any meeting of the members or of the Board of Directors of the Association may be held within or outside the State of Florida.~~

The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

* * * * *

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