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LAW OFFICE

KAREN A. GAGLIANO, P. A. 955-N Northwest 17th Avenue Delray Beach, FL 33445

Telephone: (561)243-9100 Telefax: (561) 279-2297

November 23, 2016

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Via Verde Homeowners Association. Inc.

Document # 732603 Our File: 10641

Dear Sir/Madam:

Enclosed for filing is the Articles of Amendment of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$43.75 for the \$35 fee and the \$8.75 fee for a certified copy. Please return the certified copy to my attention at the address stated above.

If you have any questions, please contact me at the above address, phone, or by email at gaglianolaw@aol.com.

Very truly yours,

Karen A. Gagliano, Esquire

Enclosures

16 NOV 28 PM 1: 05

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF VIA VERDE HOMEOWNERS ASSOCIATION, INC.

The undersigned, being the President of VIA VERDE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation ("Via Verde"), pursuant to Sections 617.1002 and 617.1006, Florida Statutes (2016), hereby executes these Articles of Amendment to the Articles of Incorporation of Via Verde, and further states as follows:

FIRST: The name of the corporation is Via Verde Homeowners Association, Inc.

THIRD:

SECOND: The Amendment to Article V(a) as passed on November 27, 2001, is repealed to correct an error in identification of the actual amended provision. The actual section that was amended at that time was Article VI(a) dealing with the number of directors. Article V(a) is reinstated in its original form as it existed before November 27, 2001.

Article VI(a) of the Articles of Incorporation of the Association is deleted in its entirety and replaced as follows:

VI (a) The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors. Four of these directors shall be individual members of Via Verde or individuals with their primary residence within the Via Verde community. The other director shall be a commercial property owner, a commercial property owner's designee, or an individual owning a business operating from commercial property within the Association ("commercial director") and need not be a resident of the State. Provided, however, that if a commercial director is unwilling to serve or continue to serve said Director may be an individual member of Via Verde or an individual with his/her primary residence within the Via Verde community.

Elections shall be by majority vote of the entire Membership. The entire membership shall be defined as the voting representatives as provided for in the By-laws and Articles of Incorporation. The term of the Directors so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until (i) removed from office with or without cause by the affirmative vote of a majority of the entire Membership; or (ii) by a vote of the three or more other members of the Board of Directors; or (iii) under applicable law. Any director who is removed from office may not seek election or

appointment as a Director for two (2) years after the expiration of the term during which said Director was removed.

No one homeowners association or condominium association may have more than one owner on the Board of Directors at any time. If there is already a seated director from one homeowners or condominium association on the Board in the middle of his/her 2 year term, then a new director cannot be elected in the alternate election year if he/she is from the same association. If more than one owner from one homeowners or condominium association is elected to the Board of Directors in a given year, then the one owner receiving the highest number of votes shall be elected to the Board of Directors. The other owner(s) from that homeowners or condominium association shall not be seated as a Director. The owner with the next highest number of votes from another association shall be elected. If there are no other candidates, the Board of Directors shall fill the vacancy such that no more than one owner from a given homeowners or condominium association is serving on the Board of Directors.

FOURTH:

The date of adoption of the amendments was July 19, 2016.

FIFTH:

There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

ATTEST:

VIA VERDE HOMEOWNERS ASSOCIATION,

INC.

Date: September 20, 2016.