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EDOARDO MELONI, ESQ.
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December 16, 1999

The Secretary of State
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/20/99--01075--003
*****43.75 *****43.75

Re: Portofino-On-The-Intracoastal Condominium Association, Inc.
("Association")/Articles of Amendment to The Articles of Incorporation
Our File Number: 2604.01

Ladies and Gentlemen:

Enclosed for filing please find the original Articles of Amendment to the Articles of Incorporation of the above-named Association together with a check made payable to the Secretary of State in the amount of \$43.75. Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

SACHS, SAX & KLEIN, P.A.


Edo Meloni

EM:cs
Enclosures
cc: Board of Directors
M:\Association\Portofino\Secretary of State.em1.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 20 AM 11:40

Amend
LFT 1-6-2000

Prepared by and return to:
Edoardo Meloni, Esq.
Sachs, Sax & Klein, P.A.
301 Yamato Road, Suite 4150
Boca Raton, Florida 33431

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 20 AM 11:40

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION, INC.**

ARTICLE I.

NAME

The name of this corporation shall be:

PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION, INC. and
shall hereinafter be referred to as the "Association".

ARTICLE II.

PURPOSE

The purpose of this Association is to manage, operate and maintain the Portofino-on-the-Intracoastal Condominium ("Condominium"). Said Condominium shall be operated on a non-profit basis for the mutual use, benefit, enjoyment and advantage of the Unit Owners of said Condominium as may be necessary or desirable from time to time as authorized by the Declaration of Condominium, Articles of Incorporation and the Bylaws of the Association; to purchase and own personal property; and to conduct and transact business necessary and proper in the management, operation and maintenance of said Condominium; all as agents of the owners of the Condominium Parcels of the said Condominium.

ARTICLE III.

MEMBERSHIP

All owners of Condominium Parcels shall automatically become members upon acquisition of such ownership interest, all as more fully provided in the Declaration of Condominium, Articles of Incorporation and Bylaws of the Association.

EXHIBIT- "A"

ARTICLE IV.

EXISTENCE AND OFFICE

The Association shall have perpetual existence. The principal office of the Association shall be at 77 South Birch Road, Fort Lauderdale, Florida unless changed by the Board of Directors.

ARTICLE V.

MANAGEMENT

The affairs of the Association shall be managed by the Board of Directors, which shall elect a President, Vice-President, Secretary and Treasurer and such other officers as may be desirable. Except as provided in Article VI herein, Directors of the Association shall be elected at the annual meeting of the membership, and officers shall be appointed by the Board at the organizational meeting of the Board of Directors following the annual meeting of the membership.

ARTICLE VI.

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The number of directors and the term of directors shall be set forth in the Bylaws.

ARTICLE VII.

The Bylaws may be amended by either:

(a) approval by a majority of all members of the Association at any annual or special members meeting of the Association, with said members voting in person or by limited proxy; or

(b) approval by written agreement(s) without a members meeting by a majority of all members of the Association.

ARTICLE VIII.

AMENDMENT

The Articles of Incorporation may be amended by either:

(a) approval by a majority of all members of the Association at any annual or special members meeting of the Association, with said members voting in person or by limited proxy; or

(b) approval by written agreement(s) without a members meeting by a majority of all members of the Association.

ARTICLE IX.

CORPORATE POWERS

The Association shall have all of the powers and authority granted to corporations not for profit under Chapter 617 of Florida Statutes; all of the powers, authority, benefits and options granted to condominium associations under Chapter 718 of Florida Statutes, as the same is amended from time to time, and in addition thereto and not by way of limitation, the Association shall also have the following authority, to wit:

(a) To exercise complete and exclusive control in the management, operation and maintenance of the Condominium for the use and benefit, and as agent, of the individual owners of the Condominium Parcels.

(b) To perform all duties and functions as required by these Articles of Incorporation, the Declaration the Bylaws of the Association, and the Rules and Regulations of the Association, and as may be necessary or desirable in carrying out the objectives of the Association.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby indemnifies any director, officer or committee member made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than one by or in the right of the Association to procure a judgment in its favor), brought to impose a liability or penalty on such officer or director for an act alleged to have been committed by such officer, director or committee member in his/her capacity as officer or director of the Association. This indemnification shall extend to all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith and the reasonable belief that such action was in the best interests of The Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. A determination in any such action, suit or proceeding in any manner shall not in itself create a presumption that any such director, officer or committee member did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

The officer, director or committee member indemnified shall be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty for the Association; and further, only to the extent that the court, administrative agency, or investigative body

before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall determine whether amounts for which a director, or officer or committee member seeks indemnification were properly incurred and whether such director, officer or committee member acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

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This instrument was prepared by
and should be returned to:
Edo Meloni, Esq.
SACHS, SAX KLEIN, P.A.
Post Office Box 810037
Boca Raton, Florida 33481-0037

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION, INC.**

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION, INC. ("Association") are made this 30 day of ~~November~~ *December*, 1999, by the President and Secretary of the Association.

WITNESSETH:

WHEREAS, the Articles of Incorporation of the Association have been filed with the Florida Secretary of State on October 4, 1979 (Document Number 749201);

WHEREAS, Article X of the Articles of Incorporation provides that the Articles of Incorporation may be amended by approval of or majority of all Members of the Association at any Annual or Special Meeting of the Association's Members with said Members voting in person or by limited proxy; and

WHEREAS, the Association desires that the attached Amendments to the Articles of Incorporation, be certified of record as notice to all current and future members of the Association of the contents of said Amendments;

NOW, THEREFORE, the President and Secretary of the Association hereby certify that:

1. On November 13, 1999, a Special Meeting of the Members was conducted for the purpose of adopting the Amendments to the Articles of Incorporation. At said meeting, a majority of all the Members of the Association approved the adoption of the Amendments to the Articles of Incorporation attached hereto as Exhibit "A."

2. The number of votes cast in favor of the Amendments to the Articles of Incorporation is sufficient for approval to amend the Articles of Incorporation.

3. The adoption of the Amendments to the Articles of Incorporation appears in the minutes of the Association and said approval is unrevoked.

IN WITNESS WHEREOF, the undersigned have set their hand and seal this
3 day of ~~November~~ December, 1999.

Witnesses (as to both):

[Signature]
Signature

Christine Springer
Print Name

[Signature]
Signature

RONNIE KOLBER
Print Name

PORTOFINO-ON-THE-INTRACOASTAL
ASSOCIATION, INC.

By: [Signature]
Richard Gray, President

Attest: [Signature]
Neil Gilbert, Secretary/Treasurer

STATE OF FLORIDA)
 : ss.:
COUNTY OF BROWARD)

December The foregoing instrument was acknowledged before me this 3 day of
~~November~~, 1999, by Richard Gray and Neil Gilbert, as President and Secretary/Treasurer,
respectively, of PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION,
INC., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally
known to me or have produced License as identification.

[Signature]
NOTARY PUBLIC, State of Florida

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Iry Santiago
My Commission CC855282
Expires July 15 2003