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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

VILLA CONDOMINIUM ASSOCIATION, INC.

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Amend  
@ 10/22/04

FAX AUDIT NUMBER: (H04000211261 3)

This Instrument Prepared By:  
Stephen W. Thompson, Esquire  
Porges, Hamlin, Knowles & Prouty, P.A.  
1205 Manatee Avenue West  
Bradenton, Florida 34205  
941.748.3770

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VILLA CONDOMINIUM ASSOCIATION, INC.  
DOCUMENT NUMBER OF CORPORATION: #759075

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Pursuant to provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

1. Article VIII, Section 8.1 of the Articles of Incorporation are amended as follows, with underlined words indicating additions to the existing text, and strike-through text indicating deletions therefrom.

ARTICLE VIII

Section 8.1 The affairs of the Association shall be managed by a Board of Directors. The number of persons which shall constitute the entire Board of Directors shall be not less than three (3) nor more than five (5). Until such time as unit owners other than the Developer own fifteen percent (15%) or more of the units which will ultimately be operated by the Association as set forth in Article XIII, below, the number of persons which shall constitute the entire Board of Directors shall be three (3), all of whom shall be appointed by the Developer.

Subsequent to unit owners other than the Developer obtaining ownership of fifteen percent (15%) or more of the units, the number of Directors which shall constitute the entire Board of Directors shall be three (3), two (2) of whom shall be appointed by the Developer and one (1) of whom shall be elected by the unit owners other than the Developer.

Subsequent to the expiration of three (3) years after sales by the Developer have been closed on fifty percent (50%) of the units that will ultimately be operated by the Association; or the expiration of three (3) months after sales have been closed by the Developer on ninety percent (90%) of the units; or when the Developer has sold some of the units and none of the other units are held by the Developer for sale in the ordinary course of business; whichever event shall be the first to occur, the number of Directors who shall constitute the entire Board of Directors shall be ~~five (5)~~ three (3) to be elected by unit owners other than Developer and to be appointed by the Developer, and that number may be increased as provided in the Association's Bylaws. as follows:

- (a) The owners, other than Developer, of units in THE VILLA, a condominium shall serve until their successors are qualified and elected as set forth in the Association's Bylaws ~~elect four (4) Directors, two (2) of which shall be elected for a one (1) year term and two (2) of which shall be elected for a two (2) year term.~~

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- (b) For so long as Developer holds at least five percent (5%) of the units for sale in the ordinary course of its business, all members of the Board of Directors not elected by the Unit owners in accordance with sub-paragraph 8.1(a) above, shall be appointed by the Developer.
- (c) At such time as the Developer shall have relinquished the Directorship to which it is entitled as set forth in (b) hereinabove, the owners shall elect or the Board of Directors shall appoint, as the case may be, a unit owner to the Directorship relinquished to such term so no more than three (3) Directors' terms end simultaneously. It is the intent hereof that a staggered Board of Directors be created.
- (d) All members of the Board of Directors elected by unit owners other than the Developer shall be unit owners of THE VILLA, a Condominium, and members of the Association. Any member of the Board of Directors appointed by the Developer need not be a member of the Association or a unit owner of THE VILLA, a Condominium.
2. The date of adoption of the amendment was the 21<sup>st</sup> day of OCTOBER, 2004.
3. Adoption of the Amendment

The amendment was adopted unanimously by the members and the number of votes cast for the amendment was sufficient for approval.

## THE VILLA CONDOMINIUM ASSOCIATION, INC.,

Witnesses to President's signature

Stephen W. D.  
Print Name: Stephen Thompson

Richard Weller  
Print Name: RICHARD WELLER

By: [Signature]  
Print Name: Daniel C. Zoller, Jr.  
As It's President

Attest: [Signature]  
Print Name: LOUIS NAJAY  
As It's Secretary

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