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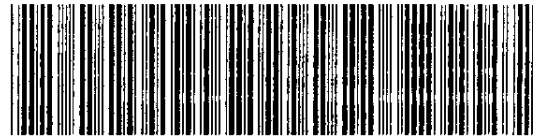
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**Reply To:
West Palm Beach
Kenneth S. Direktor, Esq.
Direct dial: (561) 820-2880
KDirektor@becker-poliakoff.com**

**CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301**

RE: South River Village Two Condominium Association, Inc.

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **South River Village Two Condominium Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,


KENNETH S. DIREKTOR
For the Firm

KSD/ebd
Enclosures

ACTIVE: 3265315_1

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765415

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SOUTH RIVER VILLAGE TWO CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **South River Village Two Condominium Association, Inc.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article 8 thereof, by the membership at a duly called and noticed meeting of the members held January 27, 2011. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
SOUTH RIVER VILLAGE TWO CONDOMINIUM ASSOCIATION, INC.**

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

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11 MAR 22 AM 9:37
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME AND DEFINITIONS**

The name of the corporation shall be SOUTH RIVER VILLAGE TWO CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the By-Laws of the Association as By-Laws.

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to Florida Statutes §718.111 for the operation of SOUTH RIVER VILLAGE TWO CONDOMINIUM, located upon the following lands in Martin County, Florida:

The parcel of land lying in Lot 6 of the Commissioners Subdivision of the Miles or Hanson Grant as recorded in Plat Book 1, Page 11, Palm Beach (now Martin) County, Florida, public records, more particularly described as follows:

SOUTH RIVER VILLAGE TWO CONDOMINIUM – (NORTH)

From the Southwesterly corner of said Lot 6, proceed North 23°22'50" West along the line between said Lot 6 and Lot 7 of the Commissioners Subdivision of the Miles or Hanson Grant for a distance of 3,649.75 feet; thence run North 66°37'10" East along a line parallel to the South line of said Lot 6 for a distance of 550.77 feet to the Point of Beginning for the following described parcel:

Thence continue North 66°37'10" East for a distance of 535.00 feet; Thence run South 23°22'50" East for a distance of 387.30 feet; Thence run South 44°07'10" West for a distance of 355.39 feet; Thence run South 66°37'10" West for a distance of 95.27 feet; Thence run North 55°52'50" West for a distance of 207.33 feet; Thence run North 23°22'50" West for a distance of 348.44 feet to the Point of Beginning.

This parcel contains 5.691 acres, more or less.

TOGETHER WITH:

SOUTH RIVER VILLAGE TWO CONDOMINIUM – (SOUTH)

From the Southwesterly corner of said Lot 6, proceed North 23°22'50" West along the line between said Lot 6 and Lot 7 of the Commissioners Subdivision of the Miles or Hanson Grant for a distance of 2809.45 feet; Thence run North 66°37'10" East along a line parallel to the South line of said Lot 6 for a distance of 880.77 feet to the Point of Beginning for the following described parcel:

Thence continue North 66°37'10" East for a distance of 470.00 feet; Thence run North 55°52'50" West for a distance of 173.00 feet; Thence run North 23°22'50" West for a distance of 204.88 feet; Thence run South 66°37'10" West for a distance of 148.36 feet; Thence run South 44°07'10" West for a distance of 313.58 feet; Thence run South 55°52'50" East for a distance of 118.57 feet; Thence run South 23°22'50" East for a distance of 135.00 feet to the Point of Beginning.

This parcel contains 3.065 acres, more or less.

**ARTICLE III
POWERS**

The powers of the Association shall include and shall be governed by the following provisions:

3.1 General. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit under the Laws of Florida that are not in conflict with the terms of these Articles.

3.2 Enumeration. The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium and to assess reasonable late charges against unit owners delinquent in the payment of assessments and maintenance payments.

b. To use the proceeds of assessments and charges in the exercise of its powers and duties.

c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate the condominium property and property acquired or leased by the Association for use by unit owners.

e. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

f. To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.

g. To make and amend reasonable regulations respecting the use and appearance of the property in the condominium; ~~provided, however, that all these regulations and their amendments shall be approved by not less than sixty (60%) percent of the votes of the entire membership of the Association before they shall become effective.~~

h. To approve or disapprove the leasing of units as may be provided by the Declaration of Condominium and the By-Laws.

i. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles and the By-Laws of the Association for the use of the property in the condominium.

j. To contract with any person, firm or entity for the operation, maintenance or repair of the condominium property; provided however, that any such

contract shall not be in conflict with the powers and duties of the Association or the rights of the unit owners as provided in the Florida Condominium Act and the Declaration of Condominium of SOUTH RIVER VILLAGE TWO CONDOMINIUM.

k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

l. To employ personnel to perform the services required for proper operation of the condominiums.

3.3 Purchase of Units. The Association shall not have the power to purchase a unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien (including fees and costs). This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4 Condominium Property. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

3.5 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV MEMBERS

4.1 Membership. The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of the termination and their successors and assigns.

4.2 Evidence. The change of membership in the Association shall be established by the recording in the Public Records of Martin County, Florida, of a deed or other instrument transferring ownership of the unit.

4.3 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which that share is held.

4.4 Voting. A member of the Association shall be entitled to one vote for each unit owned by him. In the event that more than one person owns a particular unit, the owners thereof shall be entitled to cast one singular vote appurtenant to said unit.

ARTICLE V DIRECTORS

5.1 Number and Qualification. The affairs of the Association shall be managed by a board consisting of ~~the number of directors determined by the By-Laws, but not less than three (3) directors,~~ and in the absence of that determination shall consist of three directors. Each director shall have a recorded ownership interest in a Unit within South River Village Two Condominium.

5.2 Duties and Powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

5.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

~~5.4 Election of Directors. The election of directors shall be pursuant to Florida Statutes §718.301 (1981). When unit owners other than the Developer own fifteen (15%) percent or more of the proposed 112 units (or 16 units), the unit owners other than Developer shall be entitled to elect no less than one-third (1/3) of the Directors. The election of a majority of Directors of the Association by members of the Association other than the Developer of the condominium shall not be held until three months after the Developer has closed the sales of 100 units or ninety (90%) percent of the units, or until the Developer elects to terminate its control of the condominium, or until after December 1, 1985, or until the Developer elects to terminate its control of the Directorship of the Association, whichever comes first.~~

~~5.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:~~

~~Waldemar Schickendanz
49 Rio Vista Drive
Jensen Beach, FL 33457~~

~~Gail Schickendanz
49 Rio Vista Drive
Jensen Beach, FL 33457~~

~~Hugh Macklin
474-27 Lakeview Drive
Palm Harbor, FL 33563~~

ARTICLE VI
OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the board of directors. ~~The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:~~

President: ~~Waldemar Schickendanz
49 Rio Vista Drive
Jensen Beach, Florida 33457~~

~~Vice President/
Treasurer:~~ ~~Hugh Macklin
474-27 Lakeview Drive
Palm Harbor, FL 33563~~

Secretary: ~~Gail Schickendanz
49 Rio Vista Drive
Jensen Beach, FL 33457~~

ARTICLE VII
INDEMNIFICATION

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE ~~IX~~ VIII
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9 8.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9 8.2 Adoption. Amendments may be proposed by either two-thirds (2/3) of the Board of Directors of the Association or by thirty (30%) percent of the membership of the Association. A resolution for the adoption of a proposed Amendment shall be approved by the Board of Directors of the Association and/or the members of the Association at a meeting called for this purpose. ~~Directors and members not present in person or by proxy at the meeting considering the Amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting.~~ Except as elsewhere provided, the approvals must be either by a majority of the votes of the entire membership of the Association at an annual meeting or special meeting or by written agreement in lieu of a meeting.

~~(a) Not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than fifty-five per cent (55%) of the votes of the entire membership of the Association; or,~~

~~(b) Not less than seventy-five per cent (75%) of the votes of the entire membership of the Association.~~

9 8.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in §§3.3 to 3.6 of Article III, entitled "Powers," without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9 8.4 Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the Public Records of Martin County, Florida.

ARTICLE X IX
TERM

The term of the Association shall be perpetual.

ARTICLE XI X
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Waldemar Schickedanz
49 Rio Vista Drive
Jensen Beach, Florida 33457

Gail Schickedanz
49 Rio Vista Drive
Jensen Beach, Florida 33457

Hugh Macklin
474-27 Lakeview Drive
Palm Harbor, Florida 33563

ARTICLE XII XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 49 Rio Vista Drive, Jensen Beach, Florida 33457, and the name of the initial registered agent of this corporation at that address is Waldemar Schickedanz.

* * * * *

WITNESS my signature hereto this 1st day of March, 2011, at Stuart, Martin County, Florida.

[Signature]
Witness

BY: Becky Quinn (SEAL)
President

Lillian N. Richardson
Witness

ATTEST: Sally A. Thomas (SEAL)
Secretary

STATE OF FLORIDA :
COUNTY OF MARTIN :

The foregoing instrument was acknowledged before me, this 1st day of March, 2011, by Becky Quinn and Sally A. Thomas, as President and Secretary, respectively, of South River Village Two Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced identification and did take an oath.

If no type of identification is indicated, the above-named persons are personally known to me.

Sherry J. Sanderson (Signature)
SHERRY J. SANDERSON (Print Name)
Notary Public, State of Florida at Large

ACTIVE: 3244800_1

