

N00000001190

Ruden, McClosky et. al.

Requester's Name

215 S. Monroe Street, Suite 815

Address

Tallahassee, FL

412-2000

City/State/Zip

Phone #

2002 JUN 20 PM 1:29  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Amendment to Articles of Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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-06/19/02--01014--021  
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- Annual Report
- Fictitious Name

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- Reinstatement
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G. Goulliet JUN 20 2002

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 19, 2002

RUDEN, MCCLOSKEY, ET AL

TALLAHASSEE, FL

SUBJECT: CLOISTERS ON THE BAY CONDOMINIUM ASSOCIATION, INC  
Ref. Number: N00000001190

RECEIVED  
02 JUN 20 AM 11:30  
FLORIDA DEPARTMENT OF STATE  
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TALLAHASSEE, FL 32314

We have received your document for CLOISTERS ON THE BAY CONDOMINIUM ASSOCIATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 202A00039723

CERTIFICATE OF FIRST AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CLOISTERS ON THE BAY CONDOMINIUM ASSOCIATION, INC.

(A Florida corporation not for profit)  
Pursuant to Section 617.1002 of the Florida Not For  
Profit Corporation Act

FILED  
2002 JUN 20 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, Leonard Albanese and Edward Popkin as President and Secretary, respectively of CLOISTERS ON THE BAY CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit ("Association"), pursuant to Article XIII of the Articles of Incorporation, the Members on June 13, 2002 unanimously passed the following First Amendment, and do hereby certify under the seal of the Association as follows:

1. The reference in the second unnumbered paragraph to "Dade County" is hereby changed to "Miami-Dade County."
2. Item I. in the definition section is amended as follows:
  - I. "Cloisters on the Bay" means the planned residential development located in Miami-Dade County, Florida which is intended to comprise forty (40) Dwelling Units.
3. Item O. in the definition section is hereby amended as follows:
  - O. "County" means Miami-Dade County, Florida.
4. A new Item J. is hereby added to the definition section as follows:
  - J. "Cloisters on the Bay, A Condominium" means the initial condominium in Cloisters on the Bay, which is the subject of the Declaration of Condominium of Cloisters on the Bay, A Condominium and which may be the only condominium in Cloisters on the Bay.
5. A new Item K. is hereby added to the definition section as follows:
  - K. "Cloisters on the Bay Condominium(s)" means the condominium or condominiums in Cloisters on the Bay which are the subject of a declaration of condominium, including, but not limited to, Cloisters on the Bay, A Condominium. Said condominium, as well as any additional condominium(s) Developer may create in Cloisters on the Bay, are known collectively herein as the Cloisters on the Bay Condominiums, provided, however, only those additional condominium(s) for which the declaration(s) thereof subject(s) said condominium(s) to the administration of the Association shall be included in Cloisters on the Bay Condominiums.
6. The existing Items lettered J. through Y. are hereby re-lettered as Items L through AA.
7. Paragraph C 1. of Article II is amended as follows:

1. The Association shall be the condominium association responsible for the operation of all Cloisters on the Bay Condominium(s), subject to the terms and restrictions of the Condominium Documents; however, Developer reserves the right to incorporate additional association(s) if more than one (1) condominium is created within Cloisters on the Bay. Each Dwelling Unit Owner shall be a Member of the Association as provided in these Articles.

8. Paragraph B of Article III is amended as follows:

The Association shall have all of the powers to be granted to the Association in the Condominium Documents. All provisions of the Declaration and Bylaws which grant powers to the Association are incorporated into these Articles, including, but not limited to, the operation, maintenance, management, repair and replacement of the Association Property and the Common Elements and the levying and collection of Association Expenses and Common Expenses and the promulgation and enforcement of rules and regulations.

9. Paragraph C 1. of Article III is amended as follows:

1. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium Property (including the Dwelling Units, the Association Property and the Common Elements);

10. Paragraph E of Article IV is hereby amended as follows:

If a second Cloisters on the Bay Condominium is submitted to condominium ownership, membership in the Association shall be divided into classes ("Class Members") with Dwelling Unit Owners in each Cloisters on the Bay Condominium constituting a class. If one or more additional Cloisters on the Bay Condominium(s) are submitted to condominium ownership, the Dwelling Unit Owners thereof who are Members of the Association shall also be Class Members as to each additional condominium.

11. Former Paragraph E of Article IV is hereby changed to Paragraph F.

12. The first paragraph of Paragraph F (formerly Paragraph E) of Article IV is amended as follows:

With respect to voting, the following provisions shall apply:

1. Either the membership as a whole shall vote or the Class Members shall vote, which determination shall be made in accordance with subparagraphs F.2 and F.3 below. In any event, however, each Dwelling Unit shall be entitled to one (1) vote, which vote(s) shall be exercised and cast in accordance with the Declaration and the Condominium Documents. In the event there is more than one (1) owner with respect to a Dwelling Unit as a result of the fee interest in such Dwelling Unit being held by more than one (1) person or entity, such owners collectively shall be entitled to one (1) vote for each Dwelling Unit owned in the manner determined by the Declaration.

2. In matters that require a vote, voting shall take place as follows:

(a) Matters substantially pertaining to a particular Cloisters on the Bay Condominium or any combination of Cloisters on the Bay Condominiums shall be noted upon only by the Class Members of the applicable Cloisters on the Bay Condominium(s) and shall be determined by a vote of the majority of such Class Members at any meeting having a proper quorum (as determined in accordance with the Bylaws); and

(b) Matters substantially pertaining to all of the Cloisters on the Bay Condominiums or the Association as a whole shall be voted on by the Membership and shall be determined by a vote of the majority of the Membership in attendance at any meeting having a quorum (as determined in accordance with the Bylaws).

3. Any decision as to whether a matter substantially pertains to a particular Cloisters on the Bay Condominium or any combination of or all of the Cloisters on the Bay Condominium(s) or to the Association as a whole, for purposes of voting, shall be determined solely by the Board. Notwithstanding the foregoing, no action or resolution affecting a Cloisters on the Bay Condominium or any combination of Cloisters on the Bay Condominium(s) which the Board determines requires the vote of the Members as a whole shall be effective with regard to a Cloisters on the Bay Condominium unless the Class Members of the particular Cloisters on the Bay Condominium or any combination of Cloisters on the Bay Condominium(s) so affected shall be given the opportunity to also vote on said action or resolution as a class or classes.

4. Notwithstanding any other provisions of these Articles, on matters which require voting by the Members, if the question is one upon which, by express provisions of the Act or the Condominium Documents (provided the express provisions of the Condominium Documents are in accordance with the requirements of the Act), requires a vote of other than a majority vote of a quorum, then such express provision shall govern and control the required vote on the decision of such question.

13. Paragraph A of Article IX is amended as follows:

The number of Directors on the first Board of Directors ("First Board"), the "Initial Elected Board" (as hereinafter defined) and all Boards elected prior to the Annual Members' Meeting following the "Developer's Resignation Event" (as hereinafter defined) shall be three (3). The number of Directors elected by the Members subsequent to the Developer's Resignation Event shall be as provided in Paragraph K of this Article IX. Except for Developer-appointed Directors, Directors must be Members or the spouses, parents or children of Members except that if a Dwelling Unit is owned by an entity and not an individual, such entity may appoint an individual on its behalf to be eligible to serve on the Board of Directors.

14. The first sentence of Paragraph F of Article IX is amended as follows:

At the Majority Election Meeting, the Purchaser Members shall elect two (2) Directors and Developer, until the Developer's Resignation Event, shall be entitled to designate one (1) Director.

15. Paragraph K of Article IX is amended as follows:

At each Annual Members' Meeting held subsequent to the year in which the Developer's Resignation Event occurs, the number of Directors to be elected shall be determined by

the Board from time to time, but there shall not be less than three (3) Directors nor more than seven (7).

16. Paragraph L 2. of Article IX is amended to read as follows:

All of the Directors of the Board shall vote thereon as one (1) body, without distinction as to class, on matters which pertain to the Association, the Association Property or any Cloisters on the Bay Condominium.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Association, this 13 day of JUNE, 2002.

WITNESSES:

Beverly A. Donnelly  
Print Name: BEVERLY A. DONNELLY

Jessica C. Oliveira  
Print Name: Jessica C. Oliveira

Beverly A. Donnelly  
Print Name: BEVERLY A. DONNELLY

Jessica C. Oliveira  
Print Name: Jessica C. Oliveira

CLOISTERS ON THE BAY  
CONDOMINIUM ASSOCIATION, INC., a  
Florida not-for-profit corporation

By: [Signature]  
Leonard Albanese, President

By: [Signature]  
Edward Popkin, Secretary

(Corporate Seal)

STATE OF FLORIDA )  
COUNTY OF Palm Beach ) SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by LEONARD ALBANESE and EDWARD POPKIN, as President and Secretary, respectively of CLOISTERS ON THE BAY CONDOMINIUM ASSOCIATION, INC., freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. Leonard Albanese is personally known to me or has produced \_\_\_\_\_ as identification. Edward Popkin is personally known to me or has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of June, 2002.

Beverly A. Donnelly  
Notary Public

BEVERLY A. DONNELLY

Typed, printed or stamped name of Notary Public

My Commission Expires:

