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Account Number : 120090000042
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Email Address: Ramon@ALGPL.comCOR AMND/RESTATE/CORRECT OR O/D RESIGN
MARK YACHT CLUB ON BRICKELL BAY, INC.

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Amend/CC

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MARK YACHT CLUB ON BRICKELL BAY, INC.

DOCUMENT NUMBER: N01000001465

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RAMON C. PALACIO, ESQ.

(Name of Contact Person)

ASSOCIATION LAW GROUP, P.L.

(Firm/ Company)

1200 BRICKELL AVENUE, PH2000

(Address)

MIAMI, FLORIDA 33131

(City/ State and Zip Code)

RAMON@ALGPL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RAMON PALACIO

3058618051

(Name of Contact Person)

at

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

THIS INSTRUMENT PREPARED BY AND
UPON RECORDATION RETURN TO:

RAMON C. PALACIO, ESQ.
ASSOCIATION LAW GROUP, P.L.L.C.
1200 BRICKELL AVENUE, PH 2000
MIAMI, FLORIDA 33131

FILED
2018 OCT 10 PM 12:09
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
FOR
MARK YACHT CLUB ON BRICKELL BAY, INC.**

WE HEREBY CERTIFY THAT the attached Amendment to Articles of Incorporation for Mark Yacht Club on Brickell Bay, Inc., a Florida not-for-profit corporation (the "Amendment"), amending the Articles of Incorporation for Mark Yacht Club on Brickell Bay, Inc., a Florida not-for-profit corporation (the "Articles"), which Articles were recorded as Exhibit "5" to the Declaration of The Mark on Brickell, A Condominium, on June 22, 2001, in Official Records Book 19735, at Page 4359 of the Public Records of Miami-Dade County, Florida, and amended by that certain Certificate of Amendment to the Articles of Incorporation of The Mark on Brickell Condominium Association, Inc., N/K/A Mark Yacht Club on Brickell Bay, Inc., recorded on April 7, 2004, in Official Records Book 22188, at Page 1361 of the Public Records of Miami-Dade County, Florida (the "First Amendment"), and further amended by that certain Certificate of Amendment to the Articles of Incorporation of The Mark on Brickell Condominium Association, Inc., N/K/A Mark Yacht Club on Brickell Bay, Inc., recorded on March 12, 2018, in Official Records Book 30891, at Page 628 of the Public Records of Miami-Dade County, Florida (the "Second Amendment"), was duly adopted by a majority vote of the directors then in office at a properly noticed meeting at which a quorum was present.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand and seal this 19th day of September, 2018.

WITNESSES:

MARK YACHT CLUB ON BRICKELL BAY,
INC., a Florida not-for-profit corporation

Nick Dove
Print Name: _____

By: _____
Name: Nick Dove
Title: President

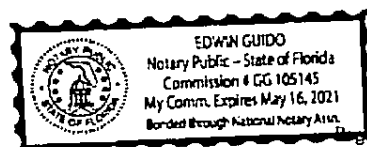
(SEAL)

Joseph J. Davis
Print Name: _____

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 19 day of September, 2018
by NICK DOVE, as President of MARK YACHT CLUB ON BRICKELL BAY, INC., a Florida not-for-profit corporation, on behalf of and as an act of the corporation. NICK DOVE is personally known to me or has produced _____ as identification.

My commission expires:



E. Guido
NOTARY PUBLIC, State of Florida at Large

Print Name: Edwan Guido

FILED
2018 OCT 10 PM 12:09
CLERK OF DISTRICT COURT
MIAMI ADAMS COUNTY FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
FOR
MARK YACHT CLUB ON BRICKELL BAY, INC.

THIS AMENDMENT TO ARTICLES OF INCORPORATION (this "Amendment") is made by MARK YACHT CLUB ON BRICKELL BAY, INC., a Florida not-for-profit corporation (the "Association").

RECITALS

A. The Association has been established for the operation of The Mark on Brickell, a Condominium (the "Condominium"), in accordance with the Declaration of The Mark on Brickell, a Condominium and all exhibits thereto which were recorded on June 22, 2001, in Official Records Book 19735, at Page 4359 of the Public Records of Miami-Dade County, Florida (as amended from time to time, the "Declaration").

The Articles of Incorporation for the Association are attached to the Declaration as Exhibit "5" and are recorded in Official Records Book 19735, at Page 4359 of the Public Records of Miami-Dade County, Florida (the "Original Articles"), and have been amended by that certain Certificate of Amendment to the Articles of Incorporation of The Mark on Brickell Condominium Association, Inc., N/K/A Mark Yacht Club on Brickell Bay, Inc., recorded on April 7, 2004, in Official Records Book 22188, at Page 1361 of the Public Records of Miami-Dade County, Florida (the "First Amendment"), and further amended by that certain Certificate of Amendment to the Articles of Incorporation of The Mark on Brickell Condominium Association, Inc., N/K/A Mark Yacht Club on Brickell Bay, Inc., recorded on March 12, 2018, in Official Records Book 30891, at Page 628 of the Public Records of Miami-Dade County, Florida (the "Second Amendment"), and collectively with the Original Articles, the "Articles").

B. Pursuant to Section 10.2 of Article 10 of the Articles, "All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required."

C. Pursuant to Section 13.2 of Article 13 of the Articles, amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the Act.

D. Section 617.1002(1)(b), Florida Statutes, provides that, "... if members are not entitled to vote on proposed amendments to the articles of incorporation, an amendment may be adopted at a meeting of the board of directors by a majority vote of the directors then in office."

E. Neither the Declaration, nor the Articles specifically grants any approval rights to Unit Owners to approve amendments to the Articles, and, as such, members are not entitled to vote on proposed amendments to the Articles.

F. On September 19, 2018, a duly noticed meeting of the Board of Directors was held at which a quorum was present, and the Association obtained a vote of approval by a majority vote of the directors then in office pursuant to Section 617.1002(1)(b), Florida Statutes.

G. The Board wishes to amend the Articles to modify the same as set forth herein.

NOW THEREFORE, the Association hereby declares that the Articles are amended as hereinafter set forth.

1. Recitals. The foregoing Recitals are true and correct and are incorporated into and form a part of this Amendment.

2. Conflicts. In the event that there is a conflict between this Amendment and the Articles, this Amendment shall control. Whenever possible, this Amendment and the Articles shall be construed as a single document. Except as modified hereby, the Articles shall remain in full force and effect. In the event that any amendment(s) to the Articles have been recorded prior to this Amendment, this Amendment shall be deemed to follow such prior recorded amendment(s) in time and title. In the event of a conflict between this Amendment and any such prior recorded amendment(s), this Amendment shall control.

3. Definitions. All initially capitalized terms not defined herein shall have the respective meanings set forth in the Declaration and the Articles.

4. Indemnities. Section 11.1 of Article 11 of the Articles is hereby amended as follows, with new language indicated by underscored type:

The Association shall defend and indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that he/she is or was a director, officer, employee, or agent (each, an "indemnitee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. For the purposes of Article 11, the terms "agent" and "indemnitee" as used herein throughout Article 11 shall be deemed to expressly include a member or former member of a hearing, fining, or other committee duly appointed by the board of directors.

5. Indemnification. Section 11.2 of Article 11 of the Articles is hereby amended as follows, with new language indicated by underscoring type:

The Association shall defend and indemnify any person who was or is a party to any proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee, or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this subsection in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which court shall deem proper.

6. Advancing Expenses. Section 11.6 of Article 11 of the Articles is hereby amended as follows, with new language indicated by underscoring type:

Expenses incurred by an officer or director or former officer or director, or by a member or former member of a hearing, fining, or other committee duly appointed by the board of directors in defending a civil or criminal proceeding may be paid by the Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer or former director or officer, or member or former member of a hearing, fining, or other committee duly appointed by the board of directors to repay such amount if he/she is ultimately found not to be entitled to indemnification by the Association pursuant to this section. Expenses incurred by other employees or agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

7. Definitions. Section 11.10 of Article 11 of the Articles is hereby amended as follows, with new language indicated by underscoring type:

For purposes of this Article 11, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer and a member or former member of a hearing, fining, or other committee duly appointed by the board of directors; the term "serving at the request of the Association" shall be deemed to include any service as a director, officer, employee, or agent (which, as herein defined, shall be deemed to include a volunteer and a member or former member of a hearing, fining, or other committee duly appointed by the board of directors) of the Association that imposes duties on such persons.

IN WITNESS WHEREOF, the undersigned, being the Association under the Declaration, has hereunto set its hand and seal this 19 day of September, 2018

WITNESSES:

MARK YACHT CLUB ON BRICKELL BAY,
INC., a Florida not-for-profit corporation

Michael Jones
Print Name: _____

By: Nick Dove
Name: Nick Dove
Title: President

(SEAL)

Joseph Jones
Print Name: _____

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 19 day of September, 2018 by NICK DOVE, as President of MARK YACHT CLUB ON BRICKELL BAY, INC., a Florida not-for-profit corporation, on behalf of and as an act of the corporation. NICK DOVE is personally known to me or has produced _____ as identification.

My commission expires:

E. Guido
NOTARY PUBLIC, State of Florida at Large
Print Name: Edwin Guido

