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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

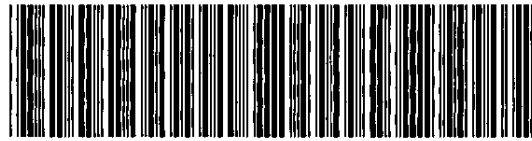
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2017 MAY - 1 AM 11:07

V HERRING

MAY - 5 2017

**BECKER &
POLIAKOFF**

David H. Rogel, Esq.
Shareholder
Phone: (305) 260-1015 Fax: (305) 442-2232
drogel@bplegal.com

121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134

April 26, 2017

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

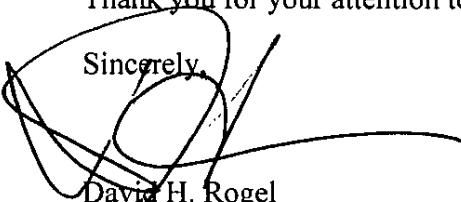
Re: Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed herein please find an Articles of Amendment to Articles of Incorporation for The Grand Marina at Deering Bay Association, Inc., as well as a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter.

Sincerely,



David H. Rogel
For the Firm

DHR/lh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

2017 MAY -1 AM 11:07

This instrument was prepared by:
DAVID H. ROGEL, ESQUIRE
BECKER & POLIAKOFF, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables, FL 33134

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE GRAND MARINA AT DEERING BAY ASSOCIATION, INC.**

WHEREAS, the Certificate of Incorporation of THE GRAND MARINA AT DEERING BAY ASSOCIATION, INC. (hereinafter the "Association") was issued by the Secretary of State of Florida on the 10th day of September, 2001; and

WHEREAS, at the Special Meeting of the Membership held on March 30, 2017, the requisite percentage of the members approved the Amendments to the Articles of Incorporation as set forth on the attached Exhibit "A"; and

NOW, THEREFORE, the undersigned hereby certifies that the amendment as set forth in Exhibits "A" attached hereto and incorporated herein is a true and correct copy of the amendment as approved by the membership of the Association as set forth above.

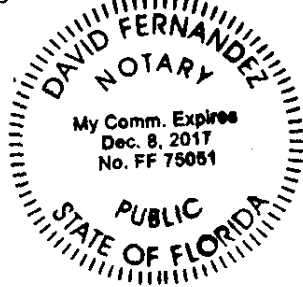
WITNESS my signature hereto this 19 day of April, 2017 at Miami-Dade, Florida.

[Signature]
Witness KEA ANDERSON
[Signature]
Witness

THE GRAND MARINA AT DEERING BAY ASSOCIATION, INC.
BY: [Signature]
Jacobo Gadala-Maria, President
ATTEST: [Signature]

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19th day of April, 2017 by Jacobo Gadala-Maria, President of THE GRAND MARINA AT DEERING BAY ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. Who is personally known to me or has produced (Personally known) as identification and who did/did not take an oath.



[Signature] (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

My commission expires:

DAVID FERNANDEZ
PLEASE PRINT OR TYPE NOTARY SIGNATURE

EXHIBIT "A"

AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE GRAND MARINA AT DEERING BAY ASSOCIATION, INC.

(Additions indicated by underlining; deletions indicated by ~~striking through~~.)

Amendment to Article VIII of the Articles of Incorporation to delete historical language, to modify the qualification for Board membership and to include a provision for an alternate director as follows:

ARTICLE VIII

DIRECTORS

The number of persons constituting the first Board of Directors shall be ~~three (3)~~five (5) and ~~one (1) alternate director,~~ and their names and addresses are as follows:

John Coelahan
e/o WCI Communities, Inc.
13660 Deering Bay Drive
Coral Gables, Florida 33158

Riek Newman
e/o WCI Communities, Inc.
24301 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

Ed Sabnabria
e/o WCI Communities, Inc.
24301 Walden Center Drive
Bonita Springs, FL 34134

~~The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. Subject to the rights of the Developer to appoint members of the Board of Directors as hereinafter stated, the members of the Board of Directors, including the alternate director, shall be elected by the members of the Corporation at the annual meeting of the membership, as provided in the By-Laws of the Corporation, and at least a majority~~ all of the Board of Directors so elected by the members, including the alternate director, shall be owners of units in the Condominium or shall be authorized representatives, officers or employees of a corporation or other organization, which is the owner of a unit. At least three (3) of five directors shall be the owner or authorized representative, officer or employee of a corporation or other organization which is the owner of a slip of eighty feet (80') or longer.

~~When unit owners other than the Developer own fifteen percent (15%) or more of the units of the Condominium, the unit owners other than Developer shall be entitled to elect no less than one-third (1/3) of the member of the Board of Directors. Unit owners other than Developer are entitled to elect not less than a majority of the members of the Board of Directors of the Corporation upon the earlier of:~~

~~(a) — three (3) years after fifty percent (50%) of the units that will ultimately be members of the Corporation have been conveyed to purchasers;~~

~~(b) — three (3) months after ninety percent (90%) of the units that will ultimately be members of the Corporation have been conveyed to purchasers;~~

~~(c) — when all the units that will be Members of the Corporation have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by Developer in the ordinary course of business;~~

~~(d) — when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by Developer in the ordinary course of business;~~

~~(e) — seven (7) years after recordation of the Declaration of Condominium; or~~

~~(f) — Developer so declaring by written notice to the members.~~

~~Developer is entitled to elect at least one (1) member of the Board of Directors as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the total units in the Condominium. Following the time that Developer relinquishes control of the Corporation, Developer may exercise the right to vote any units owned by Developer in the same manner as any other unit owner, except for purposes of reacquiring control of the Corporation or selecting the majority members of the Board of Directors.~~

~~Subject to the foregoing, so long as Developer owns more than eighty-five percent (85%) of the Units in the Condominium, which will be operated ultimately by the Corporation, Developer shall be entitled to designate and appoint all members of the Board of Directors. At such time as members other than Developer own fifteen (15%) percent or more of the Units in the Condominium that will ultimately be operated by the Corporation, they shall be entitled to elect one-third (1/3) of the members of the Board of Directors. Developer shall be entitled to designate and appoint all directors whom the other members shall not be entitled to elect. Directors appointed by Developer shall not be required to be owners or residents of units in the Condominium. Any successor of Developer designated in the manner provided in the Declaration shall be entitled to the rights of Developer stated in this paragraph.~~