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STEVEN G. RAPPAPORT, ESQ.
ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
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January 7, 2014

To: Amendment Section
Division of Corporations

NAME OF CORPORATION: Marina Bay Owners' Association, Inc.

DOCUMENT NUMBER: N02000002044

Enclosed you will find Articles of Amendment to the Articles of Incorporation for Marina Bay Owners' Association, Inc.

Please return all correspondence concerning this matter to the following:

Steven G. Rappaport, Esquire
Sachs Sax Caplan, P.L.
6111 Broken Sound Parkway NW, Suite 200
Boca Raton, FL 33487
Attention: Clara Garcia

Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department of State for filing of the Articles of Amendment and a certified copy of same.

For further information concerning this matter, please call Clara Garcia at (561) 237-6840.

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

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
MARINA BAY OWNERS' ASSOCIATION, INC.**

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On DECEMBER 30, 2013, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: Jan. 2, 2014.

MARINA BAY OWNERS' ASSOCIATION, INC.

By: Nancy MacManus
NANCY MACMANUS, President

By: Peter Picciocca
Peter Picciocca, Secretary

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EXHIBIT "A"

**AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF MARINA BAY OWNERS' ASSOCIATION, INC.**

The Marina Bay Declaration of Covenants and Restrictions is recorded in Official Records Book 13599, beginning at Page 401, of the Public Records of Palm Beach County, Florida. The Articles of Incorporation of Marina Bay Owners' Association, Inc. is recorded in Official Records Book 13599, at Page 447, in the Public Records of Palm Beach County, Florida.

As indicated herein, words underlined are added and words ~~struck through~~ are deleted.

Item 1: Article IV, Paragraph C(2) of the Articles of Incorporation of Marina Bay Owners' Association, Inc. ("Articles") shall be amended as follows:

2. To make, establish, amend and enforce reasonable rules and regulations governing the use of the Association Property and portions of the Condominium Property, as well as governing the use of the Lots.

Item 2: Article IV, Paragraph C(9) of the Articles shall be amended as follows:

9. The Association shall not be required to obtain the consent of the Owners to enter into any litigation, arbitration or mediation, except where required by Florida law, and except as required under Section 720.303(1), Fla. Stat., where the Association is commencing litigation against any party involving amounts in controversy in excess of One Hundred Thousand (\$100,000.00) Dollars, in which case the affirmative consent of a majority of the voting interests at a meeting of the membership at which a quorum has been attained shall be required. ~~Notwithstanding anything contained herein to the contrary, the Owners' Association shall be required to obtain the approval of three-fourths (3/4) of all Members (at a duly called meeting of the Members at which a quorum is present) prior to the engagement of legal counsel by the Owners' Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes:~~

- (a) ~~the collection of Assessments;~~
- (b) ~~the collection or other charges which Owners are obligated to pay pursuant to the Marina Bay Documents;~~
- (c) ~~the enforcement of any applicable use and occupancy restrictions contained in the Marina Bay Documents;~~
- (d) ~~dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Association Property and/or portions of the Condominium Property or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an~~

~~emergency obviating the need for the requisite vote of three-fourths (3/4) of the Members; or~~

~~(c) — filing a compulsory counterclaim.~~

Item 3: Article V, Paragraph H of the Articles shall be amended as follows:

H. There shall be only one (1) vote for each Townhome or Condominium Unit Home, ~~except for the Class B Members as set forth herein.~~ If there is more than one Member with respect to a Home Townhome or Condominium Unit as a result of the fee interest in such Home Townhome or Condominium Unit being held by more than one person, such Members collectively shall be entitled to only one (1) vote. Where a Townhome or Condominium Unit is owned by more than one (1) natural person, the vote shall be cast as determined by the Co-Owners of the Townhome or Condominium Unit in their discretion. If the Co-Owners of the Townhome or Condominium Unit cannot agree on how to cast the vote, the vote will not be counted. For a Townhome or Condominium Unit owned by a corporation, partnership or other similar entity, the vote shall be cast by the properly designated officer, partner or principal of the respective legal entity ("Voting Member"), which shall be filed with the Secretary of the Association in a Voting Certificate, and such Certificate shall be valid until revoked by a subsequent Certificate. If such Voting Certificate is not filed with the Secretary of the Association, by such entity, the vote for such Townhome or Condominium Unit shall not be considered for a quorum or for any other purpose. ~~The vote of the Owners of a Home owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Home, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity ("Voting Member"), and filed with the Secretary of the Owners' Association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Secretary of the Owners' Association, the vote of such Home shall not be considered for a quorum or for any other purpose.~~

Notwithstanding the foregoing provisions, whenever a Home is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote:

1. ~~When both are present at a meeting, each shall be regarded as the agent and proxy of the other for the purpose of casting the vote for each Home owned by them. In the event they are unable to concur in their decision upon any topic requiring a vote, they shall lose their right to vote on that topic at that meeting, but shall count for purposes of establishing a quorum.~~

2. ~~When only one (1) spouse is present at a meeting, the person present may cast the Home vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary by the other spouse. In the event of prior written notice to the contrary to the Owner's~~

~~Association by the other spouse, the vote of said Home shall not be considered, but shall count for purposes of establishing a quorum.~~

~~3. When neither spouse is present, the person designated in "Proxy" (as defined in the Bylaws) signed by either spouse may cast the Home vote, when voting by Proxy is allowed, absent any prior written notice to the contrary to the Owners' Association by the other spouse or the designation of a different Proxy by the other spouse. In the event of prior written notice to the contrary to the Owners' Association or the designation of a different Proxy by the other spouse, the vote of said Home shall not be considered, but shall count for purposes of establishing a quorum.~~

Item 4: Article V, Paragraph I of the Articles shall be amended as follows:

I. A quorum shall consist of persons entitled to cast at least ~~forty~~ thirty percent (~~40~~ 30%) of the total number of votes of the Members.

Item 5: Article IX of the Articles shall be deleted as follows:

~~The names of the officers who are to serve until the first election of officers by the Board are as follows:~~

| | |
|-----------|----------------------|
| President | Thomas D. Laudani |
| Treasurer | Thomas Kiley |
| Secretary | Louis Minicucci, Jr. |

Item 6: Article X, Paragraph B of the Articles shall be deleted as follows:

~~The names and addresses of the persons who are to serve as Directors on the First Board are as follows:~~

| <u>NAMES</u> | <u>ADDRESSES</u> |
|----------------------|--|
| Thomas D. Laudani | 185 N.E. 6th Avenue Delray Beach, Florida 33483 |
| Thomas Kiley | 185 N.E. 6th Avenue Delray Beach, Florida 33483 |
| Louis Minicucci, Jr. | 185 N.E. 6th Avenue Delray Beach, Florida 33483 |

Item 7: Article XIII, Section C(1)(c) and 2(C) of the Articles shall be amended as follows:

c. At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of the total voting interests (6 out of 10 Owners).

2. An amendment may be adopted by a written statement (in lieu of a meeting) in accordance with Section 617.0701(4), Fla. Stat., as same may be amended from time to time, signed by all Members and all members of the Board setting forth their intention that an amendment to the Articles may be adopted.

Item 8: Article XIV of the Articles shall be amended as follows:

~~The street address of the initial registered office of the Owners' Association is 200 East Broward Boulevard, Fort Lauderdale, Florida 33301 and the initial registered agent of the Owners' Association at that address shall be Mark F. Grant, Esq.~~ The registered office of the Owners' Association and the registered agent of the Owners' Association shall be as determined by the Board of Directors from time to time.