

N050000011608

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000221425 3)))



H080002214253ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

08 SEP 23 PM 12:18

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COR AMND/RESTATE/CORRECT OR O/D RESIGN**SHOMA HOMES KEYS GATE CONDOMINIUM ASSOCIATION, INC.**

RECEIVED

2008 SEP 23 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

*Amend
Wayne Chrs
10 9/23/08*

Electronic Filing Menu

Corporate Filing Menu

Help

H08000221425

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHOMA HOMES KEYS GATE
CONDOMINIUM ASSOCIATION, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
08 SEP 23 PM 12:18

The Articles of Incorporation of Shoma Homes Keys Gate Condominium Association, Inc. were filed on November 16, 2005 and assigned Document Number N05000011608, as amended pursuant to Articles of Amendment to the Articles of Incorporation of Shoma Homes Keys Gate Condominium Association, Inc. dated May 14, 2008, and filed with the Secretary of State's office on May 16, 2008.

FIRST: Amendments adopted: Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following amendments to the following sections of its Articles of Incorporation:

1. Article I is hereby deleted in its entirety and the following is inserted in lieu thereof:

ARTICLE I

The name of the corporation shall be LAKEFRONT LUXURY HOMES CONDOMINIUM ASSOCIATION, INC. ("Association").

2. Article II is hereby deleted in its entirety and the following is inserted in lieu thereof:

ARTICLE II

The original street address of the Registered Office of the Association was at: One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131. The name of the initial registered agent of the Association was: American Information Services, Inc., a Florida corporation.

The current street address of the Registered Office of the Association is at: 5835 Blue Lagoon Drive, 4th Floor, Miami, Florida 33126. The name of the current registered agent of the Association is: Frank Silva.

The new registered office of this corporation shall be at: 3111 Stirling Road, Fort Lauderdale, Florida 33312, with the privilege of having its office and branch offices at other places within or without the State of Florida. The new registered agent at that address shall be: Becker & Pollakoff, P.A., Attention: Alan S. Becker, President.

4. Article IV is hereby deleted in its entirety and the following is inserted in lieu thereof:

ARTICLE IV

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Condominium of Shoma Homes Keys Gate, a Condominium,

recorded in Official Records Book 25212, Page 3147, Public Records of Miami-Dade County, Florida, as amended by that certain First Amendment to Declaration of Condominium recorded in Official Records Book 25225, Page 1625, that certain Second Amendment to Declaration of Condominium recorded in Official Records Book 25255, Page 1234, that certain Third Amendment to Declaration of Condominium recorded in Official Records Book 25284, Page 2705, that certain Fourth Amendment to Declaration of Condominium recorded in Official Records Book 25300, Page 1265, that certain Fifth Amendment to Declaration of Condominium recorded in Official Records Book 25312, Page 3406, that certain Sixth Amendment to Declaration of Condominium recorded in Official Records Book 25337, Page 4518, that certain Seventh Amendment to Declaration of Condominium recorded in Official Records Book 25396, Page 2153, that certain Eighth Amendment to Declaration of Condominium recorded in Official Records Book 25426, Page 4576, that certain Ninth Amendment to Declaration of Condominium recorded in Official Records Book 25440, Page 3895, that certain Tenth Amendment to Declaration of Condominium recorded in Official Records Book 25564, Page 117, that certain Eleventh Amendment to Declaration of Condominium recorded in Official Records Book 25597, Page 3904, that certain Twelfth Amendment to Declaration of Condominium recorded in Official Records Book 25618, Page 837, that certain Thirteenth Amendment to Declaration of Condominium recorded in Official Records Book 25631, Page 3875, that certain Fourteenth Amendment to Declaration of Condominium recorded in Official Records Book 25650, Page 563, that certain Fifteenth Amendment to Declaration of Condominium recorded in Official Records Book 25661, Page 1546, that certain Sixteenth Amendment to Declaration of Condominium recorded in Official Records Book 26308, Page 3792, and that certain Seventeenth Amendment to Declaration of Condominium recorded in Official Records Book 26461, Page 0007, all of the Public Records of Miami-Dade County, Florida, and as further amended by Certificate of Amendment to Declaration of Condominium to be recorded in the Public Records of Miami-Dade County, Florida, and said Declaration, as amended, shall govern all of the operations the community renamed Lakefront Luxury Homes at Keys Gate. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration, as amended.

5. Article VIII is hereby deleted in its entirety and the following is inserted in lieu thereof:

ARTICLE VIII

The principal place of business of the Association shall be located at 2750 S. Canal Drive, Homestead, Florida 33035.

6. Article IX is hereby deleted in its entirety and the following is inserted in lieu thereof:

ARTICLE IX

The affairs of the Association shall be managed by a Board of Directors consisting of five (5) persons, except the Board of Directors prior to turnover shall consist of three (3) Directors appointed by the Developer. Directors, except Directors appointed by the Developer, must be members of the Association.

Directors shall be elected in the manner provided by the Bylaws at the annual meeting of the members. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

The Directors named in these Articles shall serve until their successors are elected pursuant to the Bylaws. If a Director is to be replaced by a person elected by the Unit Owners other than the Developer, the Developer shall designate which Developer-appointed Director is to be replaced. Any directorship vacancy occurring before the first election shall be filled by the remaining Directors, or the Developer, pursuant to the Bylaws.

The names and addresses of the new Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Adam Belfer	Frank Papania	Naveen Vennam
275 Madison Avenue	275 Madison Avenue	275 Madison Avenue
39 th Floor	39 th Floor	39 th Floor
New York, NY 10016	New York, NY 10016	New York, NY 10016

The Board shall have the powers reserved to it in the Condominium Documents, including the power to adopt the budget of the Association and Condominium.

The transfer of control of the Board from the Developer to the Unit Owners shall occur as follows: When Unit Owners other than the Developer own 15 percent or more of the Units in the multi condominium that will be operated ultimately by the Association, the Unit Owners other than the Developer shall be entitled to elect no less than one-third (1/3) of the members of the Board of Administration of the Association. Unit Owners other than the Developer are entitled to elect not less than a majority of members of the Board of the Administration of the Association upon the occurrence of the earliest of the following events: (i) Three years after 50 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers; (ii) Three months after 90 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers; (iii) When all of the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; (iv) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or (v) Seven years after recordation of the Declaration of Condominium; or in the case of an Association which may ultimately operate more than one condominium, seven (7) years after recordation of the Declaration for the first condominium it operates, whichever occurs first. The Developer shall be entitled to elect at least one member of the Board of the Administration of the Association as long as the Developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in

condominiums with more than 500 units, of the units in the multi condominium operated by the Association. Following the time the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-Owned Units in the same manner as the Unit Owner except for purposes of reacquiring control of the Association or selecting the majority of members of the Board.

Directors shall be subject to recall as provided in F.S. 718.112 (to the extent legally valid).

A director of the Association who is present at a meeting of the Board which action on any corporate matters taken shall be presumed to have assented to the action take unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict or interest. Directors may vote by proxy or by secret ballot at meetings of the Board. A vote abstention for each member present must be recorded in the minutes of the Association.

7. Article X is hereby deleted in its entirety and the following is inserted in lieu thereof:

ARTICLE X

The Officers of the Association shall be elected by the Board and shall serve at the pleasure of the Board. The names of the Officer who shall serve until their successors are elected by the Board are as follows:

President:	Adam Belfer 275 Madison Avenue 39 th Floor New York, NY 10016
Vice President:	Frank Papania 275 Madison Avenue 39 th Floor New York, NY 10016
Secretary/Treasurer:	Naveen Vennam 275 Madison Avenue 39 th Floor New York, NY 10016

The officers and directors of the Association, as well as any manager employed by the Association and required to be licensed pursuant to F.S. 468.432, have a fiduciary relationship to the Units Owners. No officer, director, or manager required to be licensed under F.S. 468.43 shall solicit, offer to accept, or accept anything or service of value for which consideration has not been provided for his own benefit or that of his immediate family, from any person providing or proposing to provide goods or services to the Association. Any such officer, director or manager who knowingly so solicits, offers to accept, or accepts anything or service of a value is subject to a civil penalty pursuant to F.S. 718.502(1)(d). However, this provision does not prohibit an officer, director, or manager from accepting services or items received in connection with trade fairs or education programs.

SECOND: The date of adoption of the amendment was:

September 18, 2008.

THIRD: Adoption of Amendment: (CHECK ONE)

☐ The amendment was adopted by the members, and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

Dated: September 18, 2008.



Adam Belfer, President

H08000221425

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Amendment to Articles of Incorporation, in the County of Miami-Dade, the City of Homestead, State of Florida, the corporation named in the said Articles of Amendment has named Becker & Poliakoff, P.A., Attention: Alan S. Becker, President, whose address is 3111 Stirling Road, Fort Lauderdale, Florida 33312, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Becker & Poliakoff, P.A.

By:



Alan S. Becker, President
REGISTERED AGENT

DATED this 18 day of Sept., 2008.

H08000221425