

9/22/2020

Division of Corporations

## Florida Department of State

Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MARINA BAY OF FORT MYERS HOMEOWNERS ASSOCIATION,  
INC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

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Corporate-Filing Menu

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Prepared by:

Jeffrey Rembaum, Esquire  
Kaye Bender Rembaum, P.L.  
9121 N. Military Trail, Suite 200  
Palm Beach Gardens, FL 33410

**CERTIFICATE OF FILING  
SECOND AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
MARINA BAY OF FORT MYERS HOMEOWNERS ASSOCIATION, INC.**

**WHEREAS**, Marina Bay of Fort Myers Homeowners Association, Inc. (the "Association") is a Florida not-for-profit corporation pursuant to the Articles of Incorporation of Marina Bay of Fort Myers Homeowners Association, Inc., filed January 5, 2006, Document Number N06000000149, as amended from time to time (the "Articles"); and

**WHEREAS**, pursuant to Article XIII, Section B of the Articles, after the "First Conveyance" and prior to the "Turnover Date" (as such terms are defined in the Articles), the Articles may be amended solely by the Association's Board of Directors (the "Board"), without the consent of the Association's members; and

**WHEREAS**, pursuant to Section 4.15 of the Bylaws of Marina Bay of Fort Myers Homeowners Association, Inc. (the "Bylaws"), prior to the Turnover Date and except as to assessments, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, specifically setting forth the action to be taken, is signed by all of directors of the Board entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Board; and

**WHEREAS**, the First Conveyance has occurred as of the date of this Certificate of Filing, and the Turnover Date has not occurred as of the date of this Certificate of Filing; therefore, the Association's members are not entitled to vote on a proposed amendment to the Articles; and

**WHEREAS**, in accordance with Article XIII, Section B of the Articles, on September 18, 2020, the Board approved the Second Amendment to the Articles, as further set forth herein, by unanimous written consent in accordance with Section 4.15 of the Bylaws.

**NOW, THEREFORE**, the undersigned hereby certify that the following Second Amendment to the Articles is a true and correct copy of the amendment approved by the Board.

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

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**SECOND AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
MARINA BAY OF FORT MYERS HOMEOWNERS ASSOCIATION, INC.**

*(new language shown by underline,  
deleted language shown by ~~strikeout~~,  
" \* \* " shows unaffected language)*

Article X, Section I of the Articles is hereby amended to provide the following:

I. At each Annual Members' Meeting held subsequent to Declarant's Resignation Event, all of the Directors shall be elected by the Members (a "Member Elected Board"); provided, however, that no such election of a Member Elected Board shall occur at the Annual Members' Meeting occurring in the same calendar year as an election of an Initial Elected Board notwithstanding anything to the contrary set out in the Bylaws or these Articles of Incorporation. ~~At the first Annual Members' Meeting held after the Initial Election Meeting of a Member Elected Board,~~ a "staggered" term of office of the Board shall be created as follows:

\* \* \*

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

**[SIGNATURE PAGE FOLLOWS]**

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IN WITNESS WHEREFORE, this Certificate of Filing has been signed by the Association on the date set forth below.

Signed, Sealed, and Delivered  
In the presence of:

[Signature]  
Print Name: Robert Bobir

[Signature]  
Print Name: Colin H Smith

ASSOCIATION:

MARINA BAY OF FORT MYERS  
HOMEOWNERS ASSOCIATION, INC.  
a Florida not-for-profit corporation

By: [Signature]  
Tambra Wolfe, its President

Date: 9/17/2020

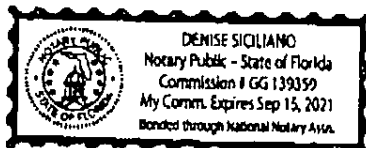
Attest: [Signature]  
N. Maria Menendez, its Secretary

Date: 9/18/2020

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF LEE        )

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or ☐ online notarization, this 17<sup>th</sup> day of September 2020, by Tambra Wolfe as President for MARINA BAY OF FORT MYERS HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, who ☒ is personally known to me or ☐ produced Tambra Wolfe as identification and did not take an oath.

[NOTARIAL SEAL]



[Signature]  
Notary Public, State of Florida

Print Name: Denise Siciliano

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