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TALLAHASSEE, FLORIDA

AUG 31 2018

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STEVEN G. RAPPAPORT, ESQ.
ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
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August 24, 2018

To: Amendment Section
Division of Corporations

NAME OF CORPORATION: Cannery Row Homeowners' Association, Inc.

DOCUMENT NUMBER: N06000013011

Enclosed you will find Articles of Amendment to the Articles of Incorporation of Cannery Row Homeowners' 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

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) 237-6839.

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

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR CANNERY ROW HOMEOWNERS'
ASSOCIATION, INC.

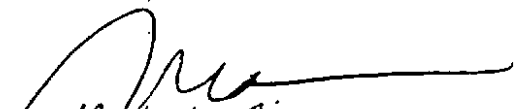
Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

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

SECOND: On August 8, 2018, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: August 8, 2018.

CANNERY ROW HOMEOWNERS'
ASSOCIATION, INC.

By: 
Michelle Fisher, President

By: _____
_____, Secretary

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR CANNERY ROW HOMEOWNERS'
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 _____, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: _____, 2018.

**CANNERY ROW HOMEOWNERS'
ASSOCIATION, INC.**

By: _____,
_____, President

By: 

Michael Dauth, Secretary

EXHIBIT "A"

AMENDMENT TO THE
ARTICLES OF INCORPORATION FOR CANNERY ROW HOMEOWNERS'
ASSOCIATION, INC.

Item 1. Article VII of the Articles of Incorporation of Cannery Row Homeowners' Association, Inc. ("Articles") shall be amended as follows:

~~The Board of Directors of the Corporation shall initially be comprised of at least three (3) directors. The initial members of the Board of Directors and their street addresses are:~~

~~Cary Glickstein — 277 Southeast 5th Avenue
Delray Beach, Florida 33483~~

~~Michael Wright — 277 Southeast 5th Avenue
Delray Beach, Florida 33483~~

~~Kevin Farr — 277 Southeast 5th Avenue
Delray Beach, Florida 33483~~

~~As long as Developer shall have the right to appoint the Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the time of turnover of control of the Board of Directors to the Owners, the number of Directors shall remain three (3) directors. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the two (2) Directors receiving the highest plurality of votes shall be established at two (2) years, with the other elected Director to serve for a term of one (1) year. In subsequent annual meetings and elections of Directors, there shall either be three (3) or five (5) Directors elected, as determined by the Board of Directors from time to time. If the number of Directors remains at three (3) Directors, then the staggered terms as identified above shall remain. If the Board of Directors is increased to five (5) Directors, then the staggered terms shall be maintained such that two (2) Directors will still be elected on one year, and three (3) Directors will be elected in the following year. If the Board is changed back to three (3) Directors by vote of the Board of Directors, then the stagger identified above shall continue to be maintained such that two (2) Directors would be elected on one year and one (1) Director will be elected in the other year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are~~

duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. ~~Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor director may be appointed, at any time by the Class B Member.~~

Item 2: Article XIII of the Articles of Incorporation shall be amended as follows:

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

For so long as the Developer has the right to appoint the entire Board of Directors of the Association, the Developer may unilaterally amend these Articles. At such time as the Developer no longer has the right to appoint the entire Board of Directors of the Association, amendment of these Articles requires the approval of at least ~~two-thirds~~ a majority of the membership votes. No amendment affecting the Developer or its successor or assign of Developer of the Property shall be effective without the prior written consent of said Developer or its successors or assigns, as Developer.

Item 3: Article XIV of the Articles shall be amended as follows:

INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director, ~~or officer or committee member~~ made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director, ~~or officer or committee member~~ of the Association, or in his capacity as a Director, officer, committee member, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director, ~~or officer or committee member~~ of the Association, or by reason of his being or having

been a Director, officer, committee member, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misfeasance or willful malfeasance ~~misconduct~~ in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held 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 indemnification for such expenses which such tribunal shall deem proper.

3. The Board of Directors shall determine whether amounts for which a Director, ~~or officer~~ or committee member seeks indemnification were properly incurred and whether such Director, ~~or officer~~ or committee member acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

5. The Association shall obtain directors and officers liability insurance providing such coverage as the Board of Directors of the Association may determine from time to time.