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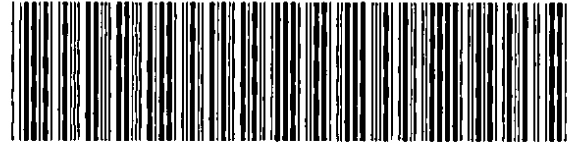
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# **CERTIFICATE OF FOURTH AMENDMENT TO THE ARTICLES OF INCORPORATION, AND BYLAWS OF VIZCAYNE MASTER ASSOCIATION, INC.**

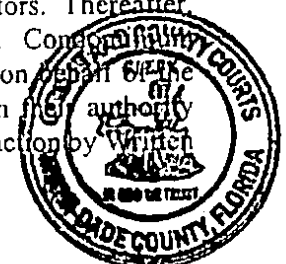
THIS CERTIFICATE OF AMENDMENT is executed this 24 day of April, 2023 by and on behalf of Vizcayne Master Association, Inc., a Florida not for profit corporation (the "Master Association").

## **RECITALS**

WHEREAS, the Master Association is the corporate entity responsible for managing the affairs of certain designated real property within the Vizcayne Project, pursuant to the Declaration of Covenants, Restrictions and Easements of Vizcayne, f/k/a Everglades on the Bay, including all exhibits thereto, as duly recorded on October 30, 2008, in Official Records Book 26632, at Page 2559 of the Public Records of Miami-Dade County, Florida, as amended (the "Declaration").

WHEREAS, an amendment to the Declaration was recorded in Official Records Book 27624, Page 3743-3747, an amendment to the Declaration and Bylaws was recorded in Official Records Book 28104, Page 0249-260, and an amendment to the Bylaws and Articles of Incorporation of the Master Association was recorded in Official Records Book 31426, Page 1082-1083 of the Public Records of Miami-Dade County, Florida. A previous amendment recorded in Official Records Book 29108, Page 1222-1226 was later cancelled and withdrawn as indicated in that instrument duly recorded in Official Records Book 29604, at Page 2885, of the Public Records of Miami-Dade County, Florida and a Certificate of Third Amendment to the Declaration of Covenants, Restrictions and Easements and Amendment to the Articles of Incorporation, and Bylaws of Vizcayne Master Association, Inc., was recorded in official Records Book 31702, at page 2437 of Miami-Dade County, Florida.

WHEREAS, the undersigned being the President of the Master Association, does hereby certify that the amendment set forth below was duly approved by the membership and board of directors in the manner required by the Bylaws, and Articles of Incorporation, as applicable. At a duly noticed meeting of the Board of Directors of the Master Association, held on January 30, 2023, the Board of Directors approved the following amendment to the Articles of Incorporation and By-Laws of the Vizcayne Master Association, Inc., in accordance with the provisions of Section 7 of its By-Laws and Article 13 of its Articles of Incorporation, with a quorum of the Board of Directors present and by the required percentage of the Board of Directors. Thereafter, the voting members of the Neighborhood Associations, Vizcayne North Condominium Association, Inc., and Vizcayne South Condominium Association, Inc., acting on behalf of the respective membership of each Neighborhood Association, in accordance with the authority under the Articles of Incorporation, did hereby approve the Amendment through action by which



Consent, in which the combined voting interests of ninety-five (95%) percent of the membership of the Master Association did hereby approve the Amendment, more than the sixty-six percent (66 2/3%) of the membership required to amend the Bylaws, and the majority of the members required to amend the Articles, and a true and correct copy of such Written Consent has been tendered to the Lot Owner who did not vote in such Written Consent.

The Amendments modify voting procedures pertaining to four seats of the Board of Directors, two of which may be elected by the Members of Vizcayne North Condominium Association, Inc., with participation by the Commercial Lot Owner, and two of which may be elected by the Members of Vizcayne South Condominium Association, Inc., with participation by the Commercial Lot Owner. The amendment establishes a mandatory procedure whereby the Neighborhood Associations vote for their two (2) seats through their respective Voting Representatives, each of whom shall be required to vote in a manner consistent with a directive to be provided by such Neighborhood Association based upon a vote of their respective members at a special meeting to occur immediately preceding the Master Association annual election.

The following Amendment shall be effective as of the date of recordation of this Certificate in the Public Records of Miami-Dade County, Florida. Except as specifically amended hereby, the Articles of Incorporation, and Bylaws shall remain in full force and effect.

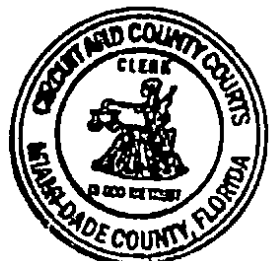
**NOW, THEREFORE, BE IT RESOLVED**, the Master Association hereby states the following:

1. The forgoing recitals are true and correct and are incorporated herein by reference.
2. The amendments set forth below were duly approved and adopted by the Master Association, by and through its Board of Directors and Membership.
3. Section 6.3 of the Articles of Incorporation, is hereby amended as follows (with additions underlined and deletions ~~struck through~~):

6.3 Voting. The Association shall have two (2) classes of voting membership:

Class A Members shall be all those owners as defined in Section 6.1, with the exception of the "Declarant" (as long as the Class B membership shall exist, and thereafter, the Declarant shall be a Class A member to the extent it would otherwise qualify). As to voting on all matters other than the election of the Master Association at large directors, each Lot shall have the following number of votes (and all Members, by virtue of ownership of a Lot shall, in the aggregate cast the number of votes, attributable to the Lot which they derive their membership).

" <u>Vizcayne South a/k/a</u> Tower 1 Lot"	47.50 Votes
" <u>Vizcayne North a/k/a</u> Tower 2 Lot"	47.50 Votes
"Commercial Lot"	5.00 Votes



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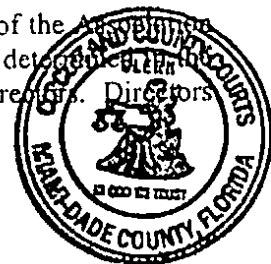
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Notwithstanding the foregoing, and as to voting on all matters other than the election of the Master Association at large directors, Class A Members who are also members of a Neighborhood Association shall only vote through a Voting Member and said Class A Members shall be entitled to elect from among themselves, respectively, one Voting Member for each such respective Neighborhood Association. Each such Voting Member shall have and cast the number of votes equal to the aggregate of the votes attributable to the Lot governed thereby. The first election of such Voting Member for a particular Neighborhood Association shall be conducted at or immediately following the meeting at which such Neighborhood Association is turned over to its members. (i.e., the point at which the non-developer/declarant members elect a majority of the board of directors). Prior to such time, the Voting Member for the members within the Neighborhood Association shall be the developer of the community governed by the Neighborhood Association. At all times thereafter, the Neighborhood Association shall elect its Voting Member in the same manner as it elects its board of directors, subject to the same rules as those applicable to its directors as to the term of office, removal, replacement and other matters. In the event that the Members of the Neighborhood Association do not elect a Voting Member, the President of such Neighborhood Association shall perform the duties of the Voting Member. The Voting Member shall be subject to that limitation on their discretion and voting rights as shall be set forth in the Bylaws concerning the election of Master Association Directors, i.e., -- that any Neighborhood Association represented by such Voting Member may require the Voting Member, through a vote of its individual Class A Members, to vote in a particular manner, and in such event, the Voting Member shall only have the power to cast a vote consistent with the authority and choices granted by the Class A Members of such Neighborhood Association (i.e. as in the manner of a limited proxy).

Notwithstanding the foregoing, and subject to the provisions of the Bylaws governing the conduct of elections, each Class A Member of a Neighborhood Association shall have one (1) vote per Unit for the purpose of the election of the Master Association at large Directors, as long as such Unit is otherwise eligible to vote in the election as to a particular director, and the Commercial Lot shall be granted the same percentage of votes attributable to such Lot as is set forth above. Each election vote allocated to a Unit may be cast by any authorized owner of such Unit in the manner provided in the Bylaws.

Class B Member. The Class B Voting Member shall be the Declarant, or a representative thereof, who shall have and cast one (1) vote in Association matters for which Class A Members are entitled to vote, plus two (2) votes for each vote which may be cast, in the aggregate, by the Class A Members and/or Voting Members. Such Class B Voting Member may be removed and replaced by the Declarant at its sole discretion. The Class B membership shall cease and terminate at such time as the Declarant elects, but in no event later than the time period set forth in Section 6.5 below.

10.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of an odd number of directors determined in the manner provided in the By-Laws, but which shall consist of five (5) directors.



must be Members of the Association, or have a valid Voting Certificate on file with the Association that names them as the authorized representative of a Member if such Member is a legal entity and such authorized representative is a principal of such entity. ~~Directors need not be members of the Association.~~

4. Section 4.1 of the By-Laws are hereby amended as follows (with additions underlined and deletions ~~struck through~~):

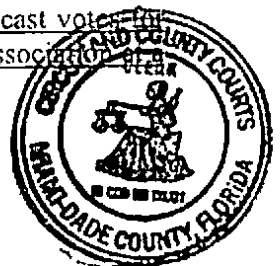
- 4.1 (a) The Directors of the Association shall be elected at the annual meeting of the Members except as otherwise specified in the Articles of Incorporation. ~~The election shall be decided in the following manner:~~

(i) Each Neighborhood Association shall have the exclusive right, with the participation of the Commercial Lot Owner in the manner set forth below, to elect (2) Directors to the Board of Directors per Neighborhood Association in the manner provided for in subsection (iii) below, and the Members of such Neighborhood Association along with the Commercial Lot Owner, shall be the sole eligible Members whose votes shall be cast and counted in such election to fill those two (2) seats per Neighborhood Association. For example, in a given year, each Neighborhood Association's Members, along with the Commercial Lot Owner, shall vote to fill two (2) director seats, respectively, with the candidates for such seats excluding members of the other Neighborhood Association not participating in such election, such that two director (2) seats are filled by an election involving the Class A Members of one Neighborhood Association through their Voting Member, and the other two (2) director seats are filled by an election involving the Class A Members of the other Neighborhood Association, through their Voting Member, along with the Commercial Lot Owner in each such election.

(ii) The remaining Director(s) shall be elected by the Association membership at large, as defined in Section 6.1 of the Articles of Incorporation, with all Class A Members being eligible to vote directly in such election, rather than through a Voting Member for such Neighborhood Association, in the manner provided in subsection (iv) below.

(iii) The votes in the elections provided for in sub-section 4.1 (a)(i) above by the Voting Member of the Neighborhood Associations and the Commercial Lot Owner, may solely be cast a ballot in the Master Association's annual election of directors through one (1) limited proxy ballot per Lot / Neighborhood Association which vote shall be indivisible. The Commercial Lot's limited proxy ballot shall contain the Commercial Lot's votes in the Master Association election of the four director seats for the Neighborhood Associations respectively.

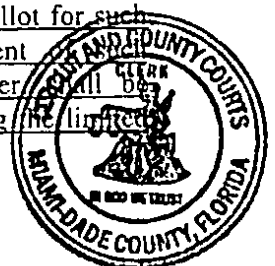
The limited proxy ballots by each Neighborhood Association shall cast vote for the respective two (2) candidates selected by such Neighborhood Association at a special meeting of its membership, to be held as follows.



Upon the expiration of the deadline to submit Notice of Intent to Run to the Master Association, not less than forty (40) days prior to the Annual Election, each Neighborhood Association shall call a special meeting of its membership, on not less than fourteen (14) days of notice, and to occur prior to the Master Association annual election, at which the Neighborhood Association shall vote on which two (2) candidates to vote for in the limited proxy to be exercised by the Voting Member at the Master Association annual election in the election for the Neighborhood Association's two (2) election seats on the Board of Directors pursuant to sub section 4.1 (a) (i) above. In such notice, the Class A Members of the Neighborhood Association shall be notified of their right to elect two (2) director seats, with participation in such election by the Commercial Lot Owner, that the Neighborhood Association has the obligation to direct its Voting Representative how to vote in such election by a limited proxy executed by its President, Vice President, or Secretary in accordance with the requirements set forth herein, and that the Class A Members of the Neighborhood Association must vote to select the two (2) candidates who will be voted on by the Voting Representative by limited proxy at a special meeting. The meeting notice for such meeting shall list as nominees for the Master Association Board of Directors only those candidates for the Master Association Board of Directors who timely submitted their Notice of Intent to Run and who are members of that Neighborhood Association, and the membership shall vote to select two candidates to designate in the limited proxy of the Voting Member. Such vote may be by limited proxy, in person voting, and/or online voting (if properly implemented by such Neighborhood Association).

The highest vote getters in the Neighborhood Association's vote at such special meeting shall be designated in the limited proxy form for the election of the two (2) seats that the Neighborhood Association's Voting Representative may participate in, provided; however, that if a quorum is not obtained at the Neighborhood Association's special meeting for such purpose, then the designation shall be made by a majority of the board of directors of the Neighborhood Association, at a meeting with a quorum of directors; however, if no such board of directors meeting has occurred within seventy-two (72) hours prior to the Master Election, then the President, Vice President, Treasurer, Secretary, or any at large director of the Neighborhood Association, in that descending order or priority, shall be designated in the limited proxy to the extent that they are timely candidates for the Master Association's Board of Directors. If after such process, an eligible and timely candidate has not yet been properly designated in the manner set forth above, then the President of the Neighborhood Association may designate which of the timely candidates shall be designated in such limited proxy ballot. The Voting Member shall automatically be deemed to vote in accordance with such limited proxy ballot in the Neighborhood Association's Master Association election, notwithstanding any attempt by the Voting Member to cast any other vote. Should the Voting Member fail to appear for, or otherwise submit the limited proxy ballot for such Master Association election, for any reason, then the President Neighborhood Association, if different from the Voting Member, shall be considered an alternative Voting Member for the purpose of casting the limited proxy ballot.

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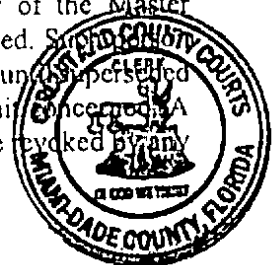


proxy ballot of such Neighborhood Association, which limited proxy ballot shall be subject to the same restrictions and determination of the Neighborhood Association as set forth above.

While the Chapter 718 election requirements shall not apply to the election conducted pursuant to sub-sections 4.1 (a)(i) and (iii), the first notice of the Master Association's annual election shall seek candidates for all five (5) director seats including the four (4) seats governed by this sub-section. If there are only two (2) or fewer timely and eligible candidate forms submitted by Neighborhood Association members for the Master Association election, then those candidates shall automatically fill those one (1) or two (2) seats, as applicable, and if there is only one (1) such candidate, the second seat shall remain vacant, and shall be filled by the remaining Master Association directors, in the manner provided by the Bylaws.

(iii) Each The At Large election provided for in sub-section 4.1 (a)(ii) above, shall be conducted in conformity with the requirements and procedures for the election of directors provided in Chapter 718.112, Florida Statutes, including the requirements of any regulations adopted in relation thereto by the Florida Division of Condominiums, Timeshare and Mobile Homes, as they exist on the date of the recording of the Third Amendment to the Declaration, Articles of Incorporation, and Bylaws, and as such provisions may hereafter be renumbered, but excluding the requirement that twenty percent (20%) of the eligible voting interests must cast a ballot in such election in order to have a valid election). For purposes of participating in such election, the Commercial Owner shall have the same percentage of the total number of eligible voting interests as is provided in Section 6.3 of the Articles of Incorporation, which shall be cast through a designated Voting Member of the Commercial Owner through one color coded ballot and shall be indivisible. To the extent director candidates in the At Large Election are elected pursuant to Section 4.1(a)(i) and (iii), those directors shall not be considered and the next highest vote getter in the At Large Election shall prevail.

(b) ~~Voting Member~~ Voting Representative. If a Unit owned by a Class A Member is owned by one person, their right to vote (as in the at large election) shall be established by the roster of members. If a Unit is owned by more than one person, those persons (including married couples) shall decide among themselves as to who shall cast the vote of the Unit. In the event that those persons cannot so decide, no vote shall be cast. A person casting a vote for a Unit shall be presumed to have the authority to do so unless the President or the Board of Directors is otherwise notified. If a Unit is owned by a corporation or other legal entity, the person entitled to cast the vote for the Unit shall be designated by a certificate signed by an appropriate officer of the corporation or principal/manager/partner of such entity, and filed with the Secretary of the Master Association or the Neighborhood Association in which such Unit is located. Such person need not be a Unit Owner. Those certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Unit. Any certificate designating the person entitled to cast the vote for a Unit may be

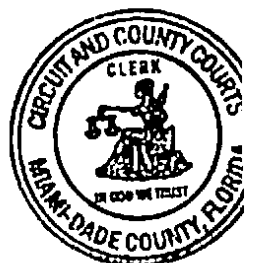


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record owner of an undivided interest in the Unit. If a certificate designating the person entitled to cast the vote for a Unit for which such certificate is required is not on file or has been revoked, the vote attributable to such Unit shall not be considered in determining whether a quorum is present, nor for any other purpose, and the total number of authorized votes in the Master Association shall be reduced accordingly until such certificate is filed.

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IN WITNESS WHEREOF, Vizcayne Master Association, Inc., a Florida corporation not-for-profit, has caused these present to be executed in its name by its President and Vice President this 24 day of April, 2023.

WITNESSES

[Signature]  
Witness #1 Signature

Claudia A. Pérez  
Witness #1 Print Name

[Signature]  
Witness #2 Signature

Manny Romero  
Witness #2 Print Name

VIZCAYNE MASTER ASSOCIATION, INC.

BY: [Signature]  
Cristina Paloma, President

ATTESTED: [Signature]  
Zorica Jovanoska, Secretary

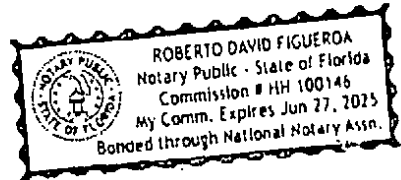
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STATE OF FLORIDA )  
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COUNTY OF MIAMI-DADE )

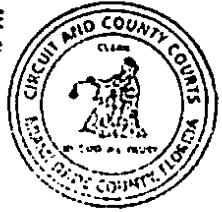
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, by means of ☒ physical presence or ☐ online notarization, appeared Cristina Paloma, President of the corporation named in the foregoing Amendments, and Zorica Jovanoska, Secretary of the corporation named in the foregoing Amendments, and they severally acknowledged executing the same in presence of two subscribing witnesses freely and voluntarily under authority vested in them by said Corporation and that the seal affixed is the true and corporate seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 24th day of April, 2023.

[Signature]  
Notary Public, State of Florida at Large  
06-27-2025  
Commission Number and Expiration date (SEAL)



STATE OF FLORIDA, COUNTY OF MIAMI-DADE  
I HEREBY CERTIFY that this is a true copy of the  
original filed in this office on MAY 10 2023 day of MAY  
WITNESS my hand and official seal:  
LOUI G. MONTANO, Clerk of Circuit and County Courts  
By Jessie Merritt, D.C.



Jessie Merritt #310229