

N08 0000 10181

Division of Corporations

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TORTUGA MASTER ASSOCIATION, INC.**

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Corporate Filing Menu

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**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
TORTUGA MASTER ASSOCIATION, INC.**
(A Florida corporation not for profit)

Pursuant to Chapter 617.1006 of the Florida Not For
Profit Corporation Act

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TRACY BRIONES, Secretary of TORTUGA MASTER ASSOCIATION, INC., a Florida corporation not for profit ("Master Association"), does hereby certify under the seal of the Association as follows:

1. The Master Association was originally incorporated on October 31, 2008, Document Number N08000010181, under Chapter 617 of the laws of the State of Florida.
2. The Master Declaration of Covenants, Conditions, Restrictions and Easements for Tortuga was recorded on November 7, 2008, in Instrument #2008000293566, of the Public Records of Lee County, Florida.
3. Article XIII of the Articles provides that after the First Conveyance, and prior to the Turnover Date, the Articles may be amended solely by a majority vote of the Board, without the prior written consent of the Members, at a duly called meeting of the Board.
4. As of the date of this Certificate, the Turnover Date has not occurred.
5. The Board of Directors of the Master Association is desirous of amending the Articles, in accordance with the requirements of Article XIII of the Articles, to revise the manner in which Directors to serve on the Board are to be elected.
6. The following Amendment was approved by the Board of Directors by Written Consent in Lieu of Meeting on June 17, 2016, and there are no Members entitled to vote on the Amendment.

NOW, THEREFORE, the Articles are hereby amended as follows:

1. Section X.D. of the Articles is hereby amended to read as follows:

D. Upon the Turnover Date, the Members other than Declarant ("Purchaser Members") shall be entitled to elect all of the Directors to the Board. The election of the Board by the Purchaser Members shall occur at a special meeting of the membership to be called by the Board for such purpose ("Initial Election Meeting"). At the Initial Election Meeting, the Class A, Class B and Class C Members are entitled to elect seven (7) Directors, as follows:

1. The Class A Members in Abaco shall elect two (2) Directors to the Board;
2. The Class B Members in Andros shall elect one (1) Director to the Board;
3. The Class C Members in Villas at Tortuga shall elect two (2) Directors to the Board; and
4. All Members shall vote to elect (2) Members to the Board at large.

2. Section X.E. of the Articles is hereby deleted in its entirety and replaced with the following:

E. The Initial Election Meeting shall be called by the Master Association, through the Board, within sixty (60) days after the Purchaser Members are entitled to elect the Directors as provided in Paragraph D of this Article X. A notice of meeting shall be forwarded to all Members in accordance with the Bylaws; provided, however, that the Members shall be given at least fourteen (14) days' notice of such meeting. The notice shall also specify the number of Directors which shall be elected by the Members in accordance with Paragraph D of this Article X.

3. Section X.F. of the Articles is hereby deleted in its entirety and replaced with the following:

F. The Board shall continue to be so designated and elected, as described in Paragraphs D and E of this Article X above, at each subsequent "Annual Members' Meeting" (as defined in the Bylaws).

A Director (other than a Declarant-appointed Director) may be removed from office upon the affirmative vote of a majority of the voting interests of the Members that elected such Director for any reason deemed to be in the best interests of those Members. A meeting of the Members to so remove a Director (other than a Declarant-appointed Director) shall be held upon the written request of ten percent (10%) of the Members.

4. Section X.G. of the Articles is hereby deleted in its entirety and replaced with the following:

G. Upon the earlier to occur of the following events ("Declarant's Resignation Event"), Declarant shall cause all of its designated Directors to resign:

1. At the Initial Election Meeting; or

2. When Declarant causes the voluntary resignation of all of the Directors designated by Declarant and does not designate replacement Directors.

In the event Declarant's Resignation Event occurs prior to the Initial Election Meeting, the Initial Election Meeting shall be called in the manner set forth in Paragraph E of this Article X, and all of the Directors shall be elected by the Purchaser Members at such meeting in the manner set forth in Paragraph D of this Article X.

5. Section X.H. of the Articles is hereby deleted in its entirety and replaced with the following:

H. At each Annual Members' Meeting held subsequent to Declarant's Resignation Event, all of the Directors shall be elected by the Members in the manner set forth in Paragraph D of this Article X.

6. New Section X.I. of the Articles is hereby added as follows:

I. The resignation of a Director who has been designated by Declarant or the resignation of an officer of the Master Association who has been elected by the First Board shall be deemed to remise, release, acquit, satisfy and forever discharge such officer or Director of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity, which the Master Association or Purchaser Members had, now have or will have or which any personal representative, successor, heir or assign of the Master Association or Purchaser Members hereafter can, shall or may have against said officer or Director for, upon or by reason of any matter, cause or thing whatsoever from the beginning of the world to the day of such resignation, except for such Director's or officer's willful misconduct or gross negligence.

(words struck-through are deleted; words double-underlined are added)

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Secretary of the Master Association this 14 day of January, 2016.

WITNESSES:

TORTUGA MASTER ASSOCIATION, INC.
a Florida not-for-profit corporation
Print Name: ROBERT TER DOESTBy: 
TRACY BRIONES, Secretary
Print Name: Karen Goldstein

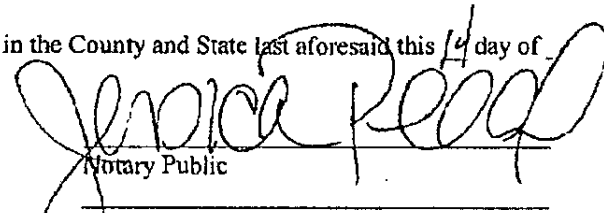
(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by TRACY BRIONES, as Secretary of TORTUGA MASTER ASSOCIATION, INC., a Florida corporation, freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of January, 2016.

My Commission Expires:


Notary Public

Typed, printed or stamped name of Notary Public