

N12000004687

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TUSCANY PROPERTY OWNERS ASSOCIATION, INC**

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AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TUSCANY PROPERTY OWNERS ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION OF TUSCANY PROPERTY OWNERS ASSOCIATION, INC. (the "Amendment") is made and adopted as of the 24th day of July, 2017 (the "Effective Date") by the undersigned, being all of the Directors of the Tuscany Property Owners Association, Inc. (the "Association").

RECITALS:

WHEREAS, Declarant executed and recorded that certain Amended and Restated Declaration of Covenants, Restrictions and Easements for Tuscany on July 18, 2014, in Official Records Book 26923, at Page 148 of the Public Records of Palm Beach County, Florida (as same has been amended and/or supplemented from time to time, collectively, the "Declaration"); and

WHEREAS, the Amended and Restated Articles of Incorporation of the Association are attached as Exhibit D to the Declaration and were filed with the Office of the Secretary of State of Florida on August 8, 2014 under Document No. N12000004687 (the "Articles"); and

WHEREAS, 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; and

WHEREAS, Section 4.15 of the Bylaws of the Association provides that prior to the Turnover Date, any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, specifically setting forth the action to be taken, shall be signed by all the directors entitled to vote; and

WHEREAS, the undersigned, being all of the Directors of the Association, do hereby unanimously consent and agree to take the actions set forth in this Amendment without the necessity of holding a meeting of the Board, and do hereby waive all notice and other requirements, if any, for time, place and notice of such meeting; and

WHEREAS, the First Conveyance has occurred but the Turnover Date has not occurred as of the Effective Date; and

WHEREAS, the Declarant has consented to this Amendment being adopted and becoming effective, and is evidenced by Declarant's joinder and consent attached to this Amendment.

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

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1. The foregoing Recitals are true and correct and are incorporated herein by reference. Unless otherwise defined herein, each initial capitalized term used herein, but not otherwise defined, shall have the same meaning given to such term in the Declaration.

*(new language is shown by underline,
deleted language is shown by ~~strikes~~,
" * * *" shows unaffected language)*

2. Section E.1.b. of Article V of the Articles contains a scrivener's error and is therefore hereby amended as follows:

ARTICLE V MEMBERS AND VOTING

b. "Class A-2 Members" shall be those Class A Members who are Owners of Lots in Pod C-2 A-2, as reflected in the Project Conceptual Plan.

3. Section H of Article X of the Articles is hereby amended as follows:

ARTICLE X BOARD OF DIRECTORS

H. At each Annual Members' Meeting held subsequent to Declarant's Resignation Event, all of the Directors shall be elected by the Members. Purchaser members comprising Class A-1 Members shall elect two (2) Directors from the Class A-1 Members, and Purchaser Members comprising the Class A-2 Members shall elect two (2) Directors from the Class A-2 Members. The fifth (5th) Director shall be elected "at large" by all of the Purchaser Members. All candidates running for the Board of Directors have the opportunity to be elected as director for their Class or to be the "at-large" director in the following manner: All Members will receive two ballots: (1) a ballot to vote for the two Directors to be elected from their Class of membership (i.e., Class A-1 or A-2), and (2) a ballot for the "at-large" Director seat. At such Annual Members' Meeting held for purposes of electing the Board of Directors, first, the ballots for each Class of membership will be tallied and the two candidates receiving the highest number of votes from their Class shall be the Directors so elected from such Class of membership. Then, the "at-large" ballots will be tallied. The candidate receiving the highest number of votes who was not already elected to the Board as aforesaid, will be the newly elected "at-large" Director.

At the first Annual Members Meeting held after the initial Annual Members' Meeting described above ~~Initial Election Meeting~~, a "staggered" term of office of the Board shall be created as follows:

1. the "at large" Director shall be elected for a two-year term.

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2. the Class A-1 Director and the Class A-2 Director receiving the most votes at the meeting from their respective class of Purchaser Members shall be elected for two-year terms.


3. the remaining Class A-1 and Class A-2 Directors' terms of office shall be established at one (1) year.

At each Annual Members' Meeting thereafter, all Directors of the Association shall be elected for two (2) years, expiring when their successors are duly elected and qualified.

4. Except as expressly modified by this Amendment, the Articles shall remain in full force and effect in accordance with the terms thereof.

EXECUTED AND EFFECTIVE as of the Effective Date by the undersigned, constituting all of the Directors of the Association.


THERESA FOWLER WEBB


MARCIE DEPLAZA


N. MARIA MENENDEZ

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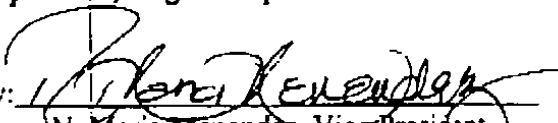
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JOINDER AND CONSENT OF DECLARANT

The undersigned, ATLANTIC COMMONS ASSOCIATES, LLLP, a Florida limited liability limited partnership, being the Declarant under the Declaration, hereby acknowledges its consent to the adoption and effectiveness of the foregoing Amendment pursuant to Section F of Article XIII of the Articles.

ATLANTIC COMMONS ASSOCIATES, LLLP, a
Florida limited liability limited partnership

By: Atlantic Commons Corporation, a Florida
corporation, its general partner

By: 
N. Maria Menendez, Vice President

[NOTARIAL SEAL]

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