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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
VALENCIA BAY HOMEOWNERS ASSOCIATION, INC.**

Certificate of Status	1
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C. GOLDEN

JUL 19 2018

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CERTIFICATE OF SECOND AMENDMENT TO SECRETARY OF STATE  
ARTICLES OF INCORPORATION OF TALLAHASSEE, FLORIDA  
VALENCIA BAY HOMEOWNERS ASSOCIATION, INC.  
(a Florida corporation not for profit)

We, Salvatore DeJulio and N. Maria Menendez, as President and Secretary, respectively, of VALENCIA BAY HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit ("Association"), do hereby certify under the seal of the Association as follows:

A. The Association was originally incorporated on July 14, 2015, Charter Number N15000006761, under Chapter 617 of the laws of the State of Florida.

B. The Association desires to amend the Articles in accordance with the requirements of Article XIII of the Articles which provide that after the First Conveyance, and prior to the Turnover Date, the Articles may be amended solely by a majority of the Board, without the prior written consent of the Members, at a duly called meeting of the Board.

C. Pursuant to Section 4.15 of the Bylaws of the Association, 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 with respect to the subject matter thereof and such consent shall have the same force and effect as a unanimous vote of the Directors.

D. The First Conveyance has occurred but the Turnover Date has not yet occurred.

E. By Unanimous Written Consent, on July 17, 2018, the Board voted to amend the Articles as more fully set forth herein.

NOW, THEREFORE, the Articles are hereby amended as follows (additional language is shown as underlined text and deleted language is shown by ~~strikeout~~):

1. 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 Articles.

2. Article IV, Section C.6. of the Articles is hereby amended to provide as follows:

6. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the administration, operation, maintenance, financing, repairing, replacing, management and leasing of the Association Property and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Association Property and to delegate to such professional manager certain powers and duties of the Association. Prior to the Turnover Date, the President of the Board shall have the inherent authority to enter into contracts and agreements on behalf of the Association without a meeting of the Directors, so long as the monetary amounts to be paid by the Association pursuant to the contracts and agreements do not exceed the amounts therefor as set forth in the then-adopted operating Budget of the Association, as amended from time to time.

3. Article IV, Section C.10. of the Articles is hereby amended to provide as follows:

10. Notwithstanding anything contained herein to the contrary, the Association shall be required to obtain the approval of three-fourths

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(3/4) of all Members (at a duly called meeting of the Members at which a quorum is present) prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes:

- (a) the collection of Assessments;
- (b) the collection of other charges which Owners are obligated to pay pursuant to the Valencia Bay Documents;
- (c) the enforcement of any applicable use and occupancy restrictions contained in the Valencia Bay Documents;
- (d) dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Association Property or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of three-fourths (3/4) of the Members); or
- (e) filing a compulsory counterclaim.

The provisions of this Section 10 may not be amended without Declarant's prior written consent.


4. The following is hereby added to the end of Article IV as Section C.12. of the Articles of Incorporation:

12. To assign and/or delegate any right, duty or obligation of the Association as it deems necessary.


IN WITNESS WHEREOF, this Certificate of Second Amendment has been executed by the Association as of the 12 day of July, 2018.

WITNESSES:

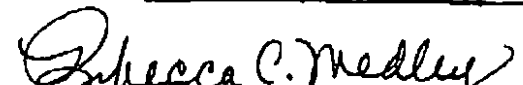
VALENCIA BAY HOMEOWNERS  
ASSOCIATION, INC., a Florida not-for-profit  
corporation

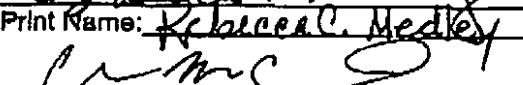
  
Print Name: Ann Marie Mott

By:   
Salvatore DeJulio, President

  
Print Name: Barbara Brunetto

By:   
N. Maria Menéndez, Secretary

  
Print Name: Rebecca C. Medley

  
Print Name: Colleen M. Colton

(Corporate Seal)

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STATE OF FLORIDA                    )  
                                               ) SS:  
 COUNTY OF PALM BEACH            )

I HEREBY CERTIFY that on this 12<sup>th</sup> day of July, 2018, 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 Salvatore DeJulio, as President of VALENCIA BAY HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of said corporation. He is personally known to me.



LISA SANTANA  
 Commission # GG 154840  
 Expires December 18, 2021  
 Bonded True Budget Notary Services

*Lisa Santana*

Notary Public

*Lisa Santana*

Printed Name of Notary Public

My Commission Expires:

STATE OF FLORIDA                    )  
                                               ) SS:  
 COUNTY OF BROWARD                )

I HEREBY CERTIFY that on this 12<sup>th</sup> day of July, 2018, 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 N. Marla Menendez, as Secretary of VALENCIA BAY HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of said corporation. She is personally known to me.

*Rebecca C. Medley*

Notary Public

*Rebecca C. Medley*

Printed Name of Notary Public

My Commission Expires:



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