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

Certificate of Status	1
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Page Count	03
Estimated Charge	\$52.50

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2021 JUN 21 AM 8:29
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This instrument was prepared by:
JEFFREY REMBAUM, ESQUIRE
Kaye Bender Rembaum, P.L.
9121 N. Military Trail, Suite 200
Palm Beach Gardens, FL 33410

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**CERTIFICATE OF FILING
FIRST AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
VALENCIA CAY HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, Valencia Cay Homeowners Association, Inc. (the "Association") is a Florida not-for-profit corporation pursuant to the Amended and Restated Articles of Incorporation of Valencia Cay Homeowners Association, Inc., filed March 28, 2019, Document Number N17000008276, as amended from time to time (the "Articles"); and

WHEREAS, pursuant to Article XIII, Section B of the Articles, after the "First Conveyance" (as such term is defined in the Articles) and prior to the "Turnover Date" (as such term is defined in the Articles), the Articles may be amended by a majority vote of the Association's Board of Directors (the "Board") at a duly called meeting of the Board, without the prior written consent of the "Members" (as such term is defined in the Articles); and

WHEREAS, pursuant to Section 4.15 of the Bylaws of Valencia Cay Homeowners Association, Inc. (the "Bylaws"), prior to the Turnover Date and except as to assessments, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, specifically setting forth the action to be taken, is signed by all of the members of the Board entitled to vote with respect to the subject matter thereof, and such consent has the same force and effect as a unanimous vote of the Board; and

WHEREAS, the First Conveyance has occurred as of the date of this Certificate of Filing, and the Turnover Date has not occurred as of the date of this Certificate of Filing; therefore, Members are not entitled to vote on a proposed amendment to the Articles; and

WHEREAS, in accordance with Article XIII, Section B of the Articles, on June 15, 2021, the Board approved an amendment to the Articles, as further set forth herein, by unanimous written consent of the Board made in accordance with Section 4.15 of the Bylaws.

NOW, THEREFORE, the undersigned hereby certify that the following First Amendment to the Amended and Restated Articles of Incorporation of Valencia Cay Homeowners Association, Inc. (the "First Amendment") is a true and correct copy of the First Amendment approved by the Board.

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**FIRST AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
VALENCIA CAY HOMEOWNERS ASSOCIATION, INC.**

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

**ARTICLE VIII
BOARD OF DIRECTORS**

A. The number of Directors on the first Board of Directors of the Association ("First Board") shall be three (3) and shall be increased to four (4), or such greater odd number of not more than seven (7) as determined in the sole discretion of the Declarant, upon the election of one (1) "Purchaser Member" (as hereinafter defined) to the Board in accordance with Section 720.307(2) of the HOA Act. The "Initial Elected Board" (as hereinafter defined) shall be ~~three (3)~~five (5) and the number of Directors elected by the Members subsequent to the "Declarant's Resignation Event" (as hereinafter defined) shall be an odd number of no less than three (3) nor more than seven (7). The Board shall determine the number of Directors to comprise the Board prior to each meeting at which Directors are to be elected. Except for Declarant appointed Directors, Directors must be: (i) Members or the parents, children or spouses of Members, (ii) a partner, shareholder, member, manager, director or officer of a Member that is an entity, or (iii) a trustee or beneficiary of a Member that is a trust. Each Director shall have only one (1) vote.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREFORE, this Certificate of Filing has been signed by the Association on the date set forth below.

WITNESSES:

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

By: Charles Saenz
Charles Saenz, Its President

Rachel Rabinowitz
Printed Name: RACHEL RABINOWITZ

Emily Mardia
Printed Name: Emily Mardia

STATE OF FLORIDA)
) ss:
COUNTY OF SAINT LUCIE)

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or ☐ online notarization, this 15 day of June, 2021, by Charles Saenz as President of VALENCIA CAY HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, who is personally known to me and did not take an oath.

[NOTARIAL SEAL]



ANN MARIE MOTT
Commission # GG 823058
Expires October 26, 2023
Bonded Title Budget Notary Services

Ann Marie Mott
Print Name: Ann Marie Mott
Notary Public, State of Florida

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