

N17000008276

Florida Department of State
Division of Corporations
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Email Address: Steve.Helfman@glhomes.com

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

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

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S. PRATHER

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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

2021 JUL 23 AM 8:12
FILED
CLERK OF COURT
PALM BEACH COUNTY, FLORIDA

**CERTIFICATE OF FILING
SECOND 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 July ____, 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 Second Amendment to the Amended and Restated Articles of Incorporation of Valencia Cay Homeowners Association, Inc. (the "Second Amendment") is a true and correct copy of the Second Amendment approved by the Board.

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**SECOND 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**

* * *

C. In accordance with Section 720.307(2) of the HOA Act, the Members other than Declarant ("Purchaser Members") shall be entitled to elect one member of the Board after fifty percent (50%) of all the Lots in the Neighborhood to be constructed with a Home thereon (the "Total Developed Lots") have been conveyed to Members. The election of such one (1) Purchaser Member to the Board shall occur at the annual meeting of the Members following such conveyance. A successor Purchaser Member shall be elected to the First Board at each Annual Members' Meeting thereafter, and the term of such Purchaser Member elected to the Board shall terminate upon the latter of the Turnover Date or the election of the "Initial Elected Board" (as such term is hereinafter defined).


[SIGNATURE PAGE FOLLOWS]

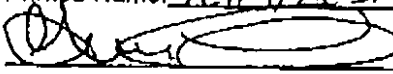
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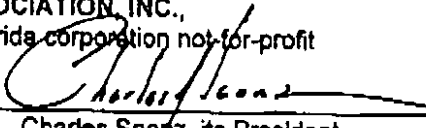
IN WITNESS WHEREFORE, this Certificate of Filing has been signed by the Association on the date set forth below.

WITNESSES:


Printed Name: Teresita S. Muniz


Printed Name: Gary Little


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

By: 
Charles Saenz, its President

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

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or ☐ online notarization, this 22 day of July, 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]


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



ANN MARIE MOTT
Commission # 06 923058
Expires October 26, 2023
Bonded Title Budget Notary Services

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