

To:

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2023-05-31 15:52:19 EDT

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From: Susy Perez

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
VALENCIA GROVE PROPERTY OWNERS ASSOCIATION, INC

Certificate of Status	1
Certified Copy	2
Page Count	03
Estimated Charge	\$61.25

J. HORNE

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**SECOND AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
VALENCIA GROVE PROPERTY OWNERS ASSOCIATION, INC.**

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

Article VIII, Section A of the Amended and Restated Articles of Incorporation of Valencia Grove Property Owners Association, Inc. is hereby amended to provide the following:

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.

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[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:**ASSOCIATION:**

VALENCIA GROVE PROPERTY OWNERS ASSOCIATION, INC., a Florida not for profit corporation

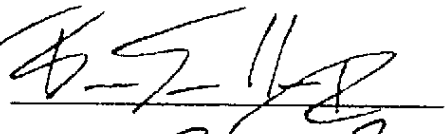
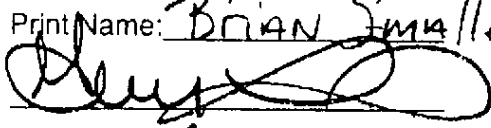
By:

Charles Saenz, its President

[CORPORATE SEAL]

Attest:

N. Maria Menendez, its Secretary


 Print Name: Brian Smalley

 Print Name: Gary Little

STATE OF FLORIDA)

) ss:

COUNTY OF SAINT LUCIE)

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or ☐ online notarization, this 25 day of May, 2023, by Charles Saenz as President for **VALENCIA GROVE PROPERTY OWNERS 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 923058
 Expires October 26, 2023
 Bonded thru Budget Notary Services



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

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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

**CERTIFICATE OF FILING
SECOND AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
VALENCIA GROVE PROPERTY OWNERS ASSOCIATION, INC.**

WHEREAS, Valencia Grove Property Owners Association, Inc. (the "Association") is a Florida not for profit corporation pursuant to the Amended and Restated Articles of Incorporation of Valencia Grove Property Owners Association, Inc., filed March 2, 2022, Document Number N19000010610, 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 Grove Property Owners Association, Inc., as amended from time to time (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 May 25, 2023, the Board approved the Second Amendment to the Amended and Restated Articles of Incorporation of Valencia Grove Property Owners Association, Inc., 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 Grove Property Owners Association, Inc. (the "Second Amendment") is a true and correct copy of the Second Amendment approved by the Board.