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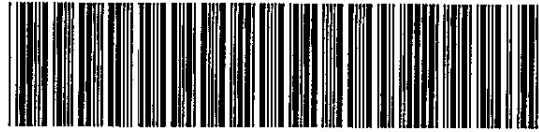
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Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AOR
2/16/06

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by appointment only

February 8, 2006

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

**RE: Villa Mare Condominium Association, Inc.; Amendment to
Articles of Incorporation**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of Articles of Amendment to the Articles of Incorporation of **Villa Mare Condominium Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,


PETER C. MOLLENGARDEN
For the Firm

PCM/dj

Enclosure

cc: Villa Mare Condominium Association, Inc.

WPB_DB: 289709_1

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VILLA MARE CONDOMINIUM ASSOCIATION, INC.**

FILED
06 FEB 13 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Villa Mare Condominium Association, Inc. do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article 11 thereof, by the membership at a duly called and noticed meeting of the members held JANUARY 13, 2006. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

[SEE ATTACHED]

WITNESS my signature hereto this __ day of _____, 2006, at Highland Beach, Palm Beach County, Florida.

**VILLA MARE CONDOMINIUM
ASSOCIATION, INC.**

[Signature]
Witness

BY: [Signature] (SEAL)
President

[Signature]
Witness

ATTEST: [Signature] (SEAL)
Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 24TH day of JANUARY 2006, by JOSEPH RAYMOND and DOUGLAS JOHNSTONE, as PRESIDENT and SECRETARY, respectively, of Villa Mare Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced _____ identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.



Frederic J. Puttitz
My Commission DD142427
Expires August 15, 2006

[Signature] (Signature)

FREDERIC J. PUTTITZ (Print Name)
Notary Public, State of Florida at Large

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION
OF
VILLA MARE CONDOMINIUM ASSOCIATION, INC.**

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

* * *

ARTICLE 8: ADMINISTRATORS

8.1 Number; Qualification. The affairs of the Association shall be governed by a Board of Administration which Board will consist of ~~not less than five (5) persons,~~ except that the first Board of Administration shall consist of three (3) persons who need not be members of the Association.

8.2 Election; Removal. With the exception of the initial Board, Administrators shall be elected from among the Unit Owners. If a Unit Owner shall be a corporation, partnership or trust, then an officer, partner or beneficiary of such Unit shall be qualified to be an Administrator. If a Unit Owner is a trust, a grantor of the trust described in Section 733.707(3), Florida Statutes, or a beneficiary as defined in Section 737.303(4)(b) shall be eligible to serve as an Administrator provided the beneficiary occupies the Unit. Election and removal of Administrators shall be in accordance with the procedure therefor set out in the Bylaws of the Condominium Association. Administrators of the Association shall be elected at the annual meeting of the members in the manner determined in the Bylaws.

* * *

~~8.4 Initial Administrators. The names and addresses of the initial Board of Administration of the Association, each of whom shall serve until their successors are elected and have qualified, or until removed are as follows:~~

Philip Colman	3211 South Ocean Boulevard Highland Beach, Florida 33487
Florence Colman	3211 South Ocean Boulevard Highland Beach, Florida 33487
Julian Colman	3211 South Ocean Boulevard Highland Beach, Florida 33487

~~The Administrators named in this Article or their designated successors shall serve until the first election of Administrators, and any vacancies in office occurring before the first election shall be filled by the remaining administrators.~~

~~8.5 Majority Representation. The Board shall consist of three (3) Administrators during the period that the Developer is entitled to appoint a majority of the Administrators, as hereinafter provided. The Developer shall have the right to appoint all of the members of the Board of Administration until Unit Owners other than the Developer own fifteen percent (15%) or more of the Units that will be operated ultimately by the Association. When Unit Owners other than the Developer own fifteen percent (15%) or more of the Units that will be operated ultimately by the Association, the Unit Owners other than the Developer shall be entitled to elect not less than one-third (1/3) of the members of the Board of Administration. Unit Owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Administration (a) three years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to Purchasers; (b) three months after ninety percent (90%) of the Units that will be operated ultimately by the Association have been conveyed to Purchasers; (c) when all of the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or (d) when some of the units have been conveyed to purchasers, and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, whichever occurs first. The Developer is entitled (but not obligated) to elect at least one (1) member of the Board of Administration as long as the Developer holds for sale in the ordinary course of business five percent (5%) of the Units that will be operated ultimately by the Association. For purposes of this Paragraph, Developer shall mean Developer, its successors and/or assigns.~~

~~8-6 8.4 Vacancies. Administrators shall hold office until their successors have been elected and qualified. Vacancies in the Board of Administration occurring prior to the expiration of an Administrator's term of office may be filled by the remaining Administrators and the Administrator so elected by the remaining Administrators shall serve until the next annual meeting or special meeting of the members of the Association.~~

ARTICLE 9: OFFICERS

* * *

~~9.4 Initial Officers. The names and addresses of the initial officers of the Association who shall serve until their successors are designated by the Board of Administration are as follows:~~

President

Philip Colman
3211 South Ocean Boulevard

~~Highland Beach, Florida 33487~~

Secretary

~~Florence Colman
3211 South Ocean Boulevard
Highland Beach, Florida 33487~~

Treasurer

~~Julian Colman
3211 South Ocean Boulevard
Highland Beach, Florida 33487~~

* * *

ARTICLE 11: AMENDMENTS

* * *

11.2 Adoption. A resolution for the adoption of a proposed amendment to these Articles of Incorporation may be proposed either by a majority of the Board of Administration or by not less than one-third (1/3) of the members of the Association. ~~Administrators and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing providing the approval is delivered to the Secretary at or prior to the meeting.~~ The approval of any amendment permitted to be made to these Articles of Incorporation must be by a vote, or written consent in lieu of a meeting, of not less than ~~seventy-five percent (75%)~~ a majority of the voting interests of all of the voting members of the Association and by not less than sixty-six and two-thirds percent (66 2/3%) of the entire Board of Administration.

* * *

~~11.4 Board. Until such time as there are members of the Association other than the Incorporators, these Articles may be amended by a majority vote of the Board of Administration.~~

44.5 11.4 Recording. A copy of each amendment shall be filed with ...

* * *

ARTICLE 16: INDEMNIFICATION

To the greatest extent allowed by law, Each each Administrator and officer and committee member of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been an Administrator or officer or committee member of this Association, such expense to include the cost of reasonable

settlements (other than amounts paid to the Association itself) made with a view of curtailment of costs and litigation.

16.1 Limitation. The Association shall not, however, indemnify such Administrator or officer or committee member with respect to matters as to which he shall be finally adjudged in any action, suit or proceedings to be liable for gross negligence or intentional or grossly negligent misconduct in the performance of his duty as such Administrator or officer or committee member, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Administrator or officer or committee member in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this corporation to indemnify any such Administrator or officer or committee member against any liability of the Association to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such Administrator or officer or committee member may be entitled as a matter of law or otherwise, and may be effected by the Association through the purchase of officers' and Administrators' liability insurance.

* * *