N46010

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

900315225029

07/06/18--01018--007 **35.00

FILED
18 JUL -5 PM 12: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 0 6 2018
S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Portofino Homeowners' Assoc Inc. (HOA)

DOCUMENT NUMBER: N46010

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Yanilka Dipp
(Name of Contact Person)

Association Specialty Group, LLC.
(Firm/ Company)

9050 Pines Blvd. Suite 480
(Address)

Pembroke Pines, FL 33024
(City/ State and Zip Code)

Ydipp@ASGFlorida.Com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Yanilka J. Dipp at 954-458-0557 - EXT 246
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ $35 Filing Fee ☐ $43.75 Filing Fee & Certificate of Status ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECEIVED
18 JUL -5 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of,

Homeowners Association of Portofino, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N46010.

(Document Number of Corporation (if known)

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. **If amending name, enter the new name of the corporation:**

Portofino Homeowners' Association, Inc. (HOA) *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."* ***"Company" or "Co." may not be used in the name.***

B. **Enter new principal office address, if applicable:** ______________________
(Principal office address MUST BE A STREET ADDRESS)

FILED
18 JUL -5 PM 12: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. **Enter new mailing address, if applicable:** ______________________
(Mailing address MAY BE A POST OFFICE BOX)

D. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: ______________________

New Registered Office Address: ______________________
(Florida street address)

______________________, Florida ______________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)
Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
2) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
3) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
4) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
5) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
6) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________

E. **<u>If amending or adding additional Articles, enter change(s) here</u>**:
(*attach additional sheets, if necessary*). *(Be specific)*

The date of each amendment(s) adoption: ______________________, if other than the date this document was signed.

Effective date if applicable: ______________________

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☑ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/18/18

Signature X [signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Stuart Moss

(Typed or printed name of person signing)

President

(Title of person signing)

EXHIBIT "B"

ARTICLES OF INCORPORATION OF

PORTOFINO HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not-for-Profit)

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be Portofino Homeowners' Association, Inc., hereinafter referred to as the "Homeowners Association".

ARTICLE II

Terms used herein shall have the meanings ascribed to them in the Declaration referred to below, unless the context indicates otherwise.

ARTICLE III

The purposes for which the Homeowners Association is formed are:

(a) The specific and primary purposes are to provide for the preservation of the Common Properties and Common Facilities located thereon of a development known as the Portofino Project, in Broward County, Florida, and to own, operate and maintain the Common Properties and Common Facilities therein for the use of all the users thereof.

(b) The general purposes and powers are:

(1) To promote the common good, health, safety and general welfare of all of the Owners of the Portofino Project;

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Homeowners Association arising from the Declaration of Covenants, Restrictions and Easements (the "Declaration"), applicable to Portofino Project, as amended and supplemented from time to time, and recorded or to be recorded in the Pubic Records of Broward County, Florida (the definitions of which are incorporated herein by reference);

(3) To enforce applicable provisions of the Declaration, and the By-Laws and Rules and Regulations of the Homeowners Association; to fix, levy, collect and enforce payment, by any lawful means, of all charges or Assessments pursuant to the terms of the Declaration; to contract for and pay

all expenses in connection with the ownership, maintenance, repair, insuring and improvement of the Common Facilities (as defined in the Declaration); to employ personnel reasonably necessary for the administration and control of the Common Facilities (which personnel may be part-time and may be employees of the Condominium Associations and/or the Homeowners Association, in which case compensation shall be equitably apportioned) and for architectural control of all of Common Facilities, including lawyers and accountants where appropriate, provided that Declarant shall not be liable for any Assessments which relate in any way to professional or other fees and expenses incurred in connection with any claims or the investigation thereof against Declarant; and to pay all office and other expenses incident to the conduct of the business of the Homeowners' Association, including all licenses, taxes and special governmental assessments which are or would become a lien on any portion of the Common Facilities;

(4) To have and to exercise any and all powers, rights and privileges, including the power to delegate as permitted by law, which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and such purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

ARTICLE IV

Every person or entity who is an Owner of a Unit which is subject under the Declaration to Assessment by the Homeowners' Association, including contract sellers, as set forth in the Declaration, but excluding persons or entities holding such interest merely as security for performance of an obligation, shall be a Member of the Homeowners Association. Membership shall be appurtenant to and may not be separated from Ownership of a Unit which is subject to Assessment by the Homeowners Association.

ARTICLE V

The Voting Membership shall be divided into the classes set forth below.

The Homeowners Association shall have two (2) classes of Voting Members as follows:

Class A. Class A Voting Members shall be all Voting Members elected in accordance with the provisions of Article IV above and otherwise as provided in the Declaration. Class A

Voting Members shall be entitled to one (1) vote for each Condominium they represent, as further provided in the Declaration.

Class B. The Class B Voting Member shall be Declarant. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote which the Class A Voting Members are entitled to cast in the aggregate from time to time; provided that (i) until there are Class A Voting Members, the sole Voting Member shall be the Class B Voting Member, and (ii) the Class B Voting Membership shall cease upon the first to occur of either of the following events:

(1) One (1) year after Unit Owners other than Declarant (Developer) have assumed control of all of the Condominium Homeowners Associations which govern or will govern Condominiums subject or intended to be subject to the Declaration; or

(2) Thirty (30) days after Declarant elects to terminate the Class B Voting Membership (where upon the Class A Voting Members shall assume control of the Homeowners Association and elect the Board).

ARTICLE VI

The Homeowners Association shall have perpetual existence.

ARTICLE VII

The affairs of the Homeowners Association shall be managed by a Board of Directors as provided in the By-Laws, but not less than three (3).

The names and addresses of the members of the first Board of Directors of the Homeowners Association (which shall be three (3)), who shall hold office until the first election and thereafter until successors are duly elected and have taken office are as follows:

Name	Address
Roger Dalal	11301 Lakeview Drive Coral Springs, Florida 33071
Terry Lillian	11301 Lakeview Drive Coral Springs, Florida 33071
John Quinn	11301 Lakeview Drive Coral Springs, Florida 33071

Except for the first Board of Directors and unless otherwise provided in the By-Laws, Directors shall be elected by the Voting Members of the Homeowners Association at the annual meeting of the Voting Membership as provided in the By-Laws of the Homeowners Association, and the By-Laws may provide for the method of voting in the election and for the removal from office of Directors. Only Members of the Homeowners Association, or authorized representatives, officers or employees of corporate Members or of the Declarant, may be Directors.

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Voting Members, and thereafter until qualified successors are duly elected and have taken office.

If a Director elected by the general Voting Membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VIII

The Homeowners Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

The officers of the Homeowners Association, in accordance with applicable provisions of the By-Laws, shall be elected by the Board of Directors annually for terms of one (1) year and until qualified successors are duly elected and have taken office.

The names and addresses of the first officers of the Homeowners Association, who shall hold office until successors are duly elected and have taken office, shall be as follows:

	Name	Address
President:	Roger Dahl	11301 Lakeview Drive Coral Springs, Florida 33071
Secretary:	Terry Lillian	11301 Lakeview Drive Coral Springs, Florida 33071
Treasurer:	John Quinn	11301 Lakeview Drive Coral Springs, Florida 33071

BK19067PG0258

ARTICLE IX

The By-Laws of the Homeowners Association may be made, altered, or rescinded at any regular meeting of the Directors, or any special meeting duly called for such purpose, upon the vote of the Directors as provided in the By-Laws, except that the initial By-Laws of the Homeowners Association shall be made and adopted by the first Board of Directors in its organizational action.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by a member of the Board of Directors of the Homeowners Association or by Voting Members of the Homeowners Association holding one-third (1/3%) of the voting rights in the Class A Voting Membership. These Articles may be amended at any regular meeting of the Board, or at any special meeting of the Board duly called and held for such purpose, as follows:

(a) by approval of not less than sixty-six and two-thirds percent (66 2/3%) of the votes of the entire membership of the Association and by not less than a majority of the Board of Directors; or

(b) by approval of not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

ARTICLE XI

The names and addresses of the subscribers to these Articles of Incorporation are:

Name	Address
Roger Dalal	11301 Lakeview Drive Coral Springs, Florida 33071
Terry Lillian	11301 Lakeview Drive Coral Springs, Florida 33071
John Quinn	11301 Lakeview Drive Coral Springs, Florida 33071

ARTICLE XII

The initial registered office of this corporation shall be at 133 Sevilla Avenue, Coral Gables, Florida 33134, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Neil S. Rollnick.

BK19067PG0259

ARTICLE XXII

Upon dissolution of the Homeowners Association, all of its assets shall be conveyed to another non-profit corporation, unincorporated association or public agency.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 31 day of December, 1991.

Roger Dalal

Terry Lillian

John Quinn

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me this 31 day of December, 1991, by Roger Dalal, Terry Lillian, and John Quinn.

Notary Public Susan S. Fink

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: DEC. 26, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

BK19061PG0260

200/1027/90-33 articles/incorp/(17