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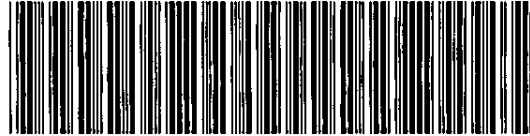
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TO: Amendment Section
Division of Corporations

5/26/15

NAME OF CORPORATION: Hughes Cove Owners Association, Inc.

DOCUMENT NUMBER: N94000000149

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

Please return all correspondence concerning this matter to the following:

Lisa A. Lerner

(Name of Contact Person)

Siegfried, Rivera, Hyman, Lerner, De La Torre, Mars & Sobel

(Firm/ Company)

201 Alhambra Circle, 11th Floor

(Address)

Coral Gables, FL 33134

(City/ State and Zip Code)

llerner@srhl-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lisa A. Lerner, Esquire

305

442-3334

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

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

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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

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
HUGHES COVE OWNERS ASSOCIATION, INC.**

1. The Articles of Incorporation of Hughes Cove Owners Association, Inc., a Florida corporation not-for-profit (the "Association"), created pursuant to Chapter 617, Florida Statutes were filed on January 3, 1994.
2. Pursuant to the provisions of Section 617.1006, Florida Statutes, the Association adopts the following Articles of Amendment to its Articles of Incorporation.
3. New language is indicated by underscoring type.
Deleted language is indicated by ~~struck-through~~ type.
4. Section 2 of Article III of the Articles of Incorporation entitled, "Members" is hereby amended as follows

Section 2. Members' Voting Rights.

- a. Classes. ~~The Association shall have 2 classes of voting membership.~~

Class A: Class A Members shall consist of all Members with the exception of Declarant, except that upon termination of the Class B membership as provided hereinbelow, the Declarant shall be a Class A Member if and to the extent that it owns any Lots. Subject to Section 2b. below, on all matters upon which the Members shall be entitled or required to vote, each Class A Member shall have one (1) vote for each Lot owned by such Class A Member, except for Lots 3-A and 17-A which shall each have 1.3 votes and Lots 4-A and 16-A which shall each have 1.7 votes.

Class B: ~~The Class B Member shall be the Declarant. It is hereby confirmed that — So long as the Declarant is entitled to appoint a majority of the directors of the Association as hereafter provided, for each Lot owned by the Declarant, the Declarant shall have six votes for each vote of any Class A Member, and thereafter the Class B membership shall terminated.~~

b. Designation of Voting Member. On all matters upon which any Members shall be entitled or required to vote, if more than one Member owns any Lot, any one of the Owners of such Lot may cast the vote only one (1) vote in the aggregate shall be cast by such Members (each is a "Co-Owner") with respect to that Lot, and such Co-Owners shall, in a writing signed by all such Co-Owners and delivered to the Association, designate one individual Co-Owners as the "Voting Member" for that Lot. Such designation shall be effective until changed by similar writing and so delivered. In addition, where any Lot is owned by an entity such as a corporation, partnership or trust, the person entitled to cast the vote for the Lot shall be designated by a certificate Member is not a natural person, such Member shall, in a similar writing signed by an authorized signatory of such entity Owner Member and delivered to the Association, designate one natural person as the "Designated Representative" for that Member. No vote of any Co-Owner or any Member which is not a natural person, shall be effective until the designation required herein is delivered to the Association, and then only if such vote or designation is cast or made, as applicable, by the duly designated Voting Member or Designated Representative. The certificate designating the authorized Voting Member for a Lot owned by an entity shall be valid until revoked or until superseded by a subsequent certificate or until a change in ownership of the Lot.

5. Section 1 of Article V of the Articles of Incorporation entitled, "Board of Directors" is hereby amended as follows:

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Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall initially consist of three (3) persons. The Board may increase, by resolution, the authorized number of directors on the Board, up to a maximum of five (5)~~seven (7)~~ directors. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including annual meetings.

6. Article VII entitled, "Waterfront Committee" is hereby amended as follows:

Section 1. Establishment. ~~The members of the Board of Directors shall serve as there shall be, and there is hereby established,~~ the Waterfront Committee described in the Declaration, which shall have all of the rights, duties and powers described in the Declaration, and all rights, duties and powers incidental thereto, including but not limited to the authority to establish separate assessments, rules and regulations applicable to each waterfront Lot or Lot to which any Common Green Dock Space is appurtenant, as applicable.

Section 2. Waterfront Committee Members. ~~Waterfront Committee Members shall consist of all Waterfront Owners. On all matters within the jurisdiction of the Waterfront Committee upon which the Waterfront Committee Members shall be entitled or required to vote, each Waterfront Committee Member shall have one (1) vote for each waterfront Lot or Lot to which any Common Green Dock Space is appurtenant, as applicable. Voting and designation of voting members of the Waterfront Committee Members shall be determined in the same manner as set forth in Article III with respect to Members generally.~~

Section 3. Officers. ~~The Waterfront Committee shall have a Chairman and a Vice-Chairman and such other officers as the Waterfront Committee Members may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws~~

Section 4. Election and Appointment of Officers. ~~The officers of the Waterfront Committee, in accordance with any applicable provision of the By-Laws, shall be elected by the Waterfront Committee Members annually for indeterminate terms until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election for the removal from office of officers, for the filling of vacancies and for the duties of the officers. Such officers may or may not be directors of the Association. If the office of Chairman shall become vacant for any reason, or if the Chairman shall be unable or unavailable to act, the Vice Chairman shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the Chairman shall become vacant for any reason, the officers may elect or appoint an individual to fill such vacancy.~~

Section 5. First Officers. ~~The names and addresses of the first officers of the Waterfront Committee, who shall hold office until successors are duly elected and have taken office, shall be as follows:~~

<u>Name and Office</u>	<u>Address</u>
Howard R. Scharlin, Chairman	1399 S.W. First Ave. Suite 400 Miami, FL 33134
John Lanzetta, Vice Chairman	1399 S.W. First Avenue Suite 400 Miami, FL 33134

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7. Section 1 of Article IX entitled, "Amendments" is hereby amended as follows:

Section 1. Approval of Amendments. Amendments to these Articles shall be proposed and approved by the Board and thereafter submitted to a meeting of the Members for adoption or rejection. Approvals for any proposed amendments must be by the affirmative vote of not less than a majority of the votes of all Members. Members may vote in person or by proxy at the meeting at which the proposed amendments will be considered. ~~by affirmative vote of 75% of the votes of the Members.~~

8. Pursuant to Article IX of the Articles of Incorporation, these Amendments were proposed and approved by the Board of Directors at a duly noticed meeting of the Board of Directors held on the 29th day of October, 2014 and submitted to the Members for consideration at a duly noticed Special Meeting of the Members held on the 21st day of May, 2015 at which a quorum of Members was attained in person or by proxy. The number of votes cast by the Members was sufficient for approval of the Amendments.

The undersigned President of the Association has executed these Articles of Amendment this 21st of May, 2015.

HUGHES COVE OWNERS ASSOCIATION, INC.

By: 

Lloyd Boggio, President

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