

Florida Department of State
Division of Corporations
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N9800004830

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE PALMS 2100 MASTER ASSOCIATION, INC.**

Certificate of Status	0
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Amend

FEB 18 2021

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2/8/2021 12:51:16 PM PAGE 1/001 Fax Server



February 5, 2021

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE PALMS 2100 MASTER ASSOCIATION, INC.

2100 N OCEAN BLVD

FT LAUDERDALE, FL 33305

SUBJECT: THE PALMS 2100 MASTER ASSOCIATION, INC.

REF: N98000004830

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White

Regulatory Specialist II Supervisor

FAX Aud. #: H21000048877

Letter Number: 021A00002674

Articles of Amendment
to
Articles of Incorporation
of

THE PALMS 2100 MASTER ASSOCIATION, INC.

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

N98000004830

(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:

N/A
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)

N/A

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

N/A

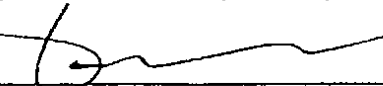
D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: Association Law Group, P.L.
1101 Brickell Avenue, Suite N1101
(Florida street address)

New Registered Office Address:
Miami, Florida 33131
(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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<hr/>	<hr/>	<hr/>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<hr/>	<hr/>	<hr/>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<hr/>	<hr/>	<hr/>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<hr/>	<hr/>	<hr/>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<hr/>	<hr/>	<hr/>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<hr/>	<hr/>	<hr/>

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

See Exhibit A attached hereto.

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

EXHIBIT A

The following language sets forth amendments to the Articles of Incorporation for The Palms 2100 Master Association, Inc. (the "Articles of Incorporation").

For purposes of this exhibit, words in the text which are lined through (——) indicate deletions from the present text of the Articles of Incorporation; words in the text which are underlined indicate additions to the present text of the Articles of Incorporation.

1. Section 6.3 of the Articles of Incorporation is hereby amended as follows:

6.3 Voting. The Association shall have two (2) classes of voting membership:

Class A Members shall be all those Owners, as defined in Section 6.1, with the exception of the "Declarant" (as long as the Class B Membership shall exist, and thereafter, the Declarant shall be a Class A Member to the extent it would otherwise qualify) and for all matters upon which the Class A Members shall be entitled to vote, there shall be one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the By-Laws. Any Class A Member owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned. ~~shall be entitled to cast the number of votes (including fractional votes) equal to the percentage obligation from time to time of such owner for expenses of the Master Association. Notwithstanding the foregoing, Class A Members who are also members of a Neighborhood Association shall only vote through a Voting Member and said Class A Members shall be entitled to elect from among themselves, respectively, one Voting Member for each such respective Neighborhood Association, each such Voting Member to have and cast the number of votes (including fractional votes) equal to the aggregate percentage obligation of the Condominium Lots represented by the Neighborhood Association (as determined in the manner set forth in Section 7.2 of the Master Covenants). By way of example only, if The Properties only consisted of two (2) condominium buildings and Condominium 1 contained 500,000 sellable square feet and Condominium 2 contained 750,000, then the Neighborhood Association governing Condominium 1 would cast 40 votes (inasmuch as the owners of Condominium Lots in Condominium 1 would be responsible for 40% (500,000/1,250,000) of the total expenses of the Association) and the Neighborhood Association governing Condominium 2 would cast 60 votes (inasmuch as the owners of Condominium Lots in Condominium 2 would be responsible for 60% (750,000/1,250,000) of the total expenses of the Association). The first election of such Voting Member for a particular Neighborhood Association shall be conducted at or immediately following the meeting at which control of such Neighborhood Association is turned over to its members other than the developer/declarant (i.e., at which the nondeveloper/declarant members elect a majority of the board of directors) and prior to such time, the Voting Member for the members within the Neighborhood Association shall be the developer of the community governed by the Neighborhood Association. At such time, and at all times thereafter, the Neighborhood Association shall elect its Voting Member in the same manner as it elects its board of directors, subject to the same rules as those applicable to its directors as to the term of office, removal, replacement and other matters. In the event that the members of a Neighborhood Association do not elect a Voting Member, the President of such Association shall perform the duties of the Voting Member.~~

Class B Member. The Class B Voting Member shall be the Declarant, or a representative thereof, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast, in the aggregate, by the Class A Members and/or Voting Members. Such Class B Voting Member may be removed and replaced by the Declarant

in its sole discretion. The Class B membership shall cease and terminate at such time as the Declarant elects, but in no event later than the time period set forth in Section 6.5 below.

All votes shall be exercised or cast in the manner provided by the Master Covenants and By-Laws.

2. Section 10.2 of the Articles of Incorporation is hereby amended as follows:

10.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Master Covenants, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners ~~through their Voting Members~~ when such approval is specifically required in the Master Covenants, these Articles and the By-Laws, respectively.

- ☐ 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

1/28/21

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)

Mark Ruchlmann

(Typed or printed name of person signing)

President, Director

(Title of person signing)