

N 9900000 4012

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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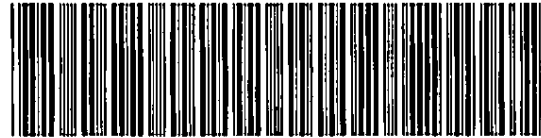
(Business Entity Name)

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Amend/cus

JUN 11 2020  
I ALBRITTON

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: VILLAGIO HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N99000004012

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

Please return all correspondence concerning this matter to the following:

Amy Higgins

\_\_\_\_\_  
(Name of Contact Person)

United Community Management Corp

\_\_\_\_\_  
(Firm/ Company)

11784 West Sample Road, Suite 103

\_\_\_\_\_  
(Address)

Coral Springs, FL 33065

\_\_\_\_\_  
(City/ State and Zip Code)

ahiggins@unitedcommunity.net

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

For further information concerning this matter, please call:

Amy Higgins

561

625-8588

at

\_\_\_\_\_  
(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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

VILLAGIO HOMEOWNERS ASSOCIATION, INC.

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

N99000004012

(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:

*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)

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:

(Florida street address)

New Registered Office Address:

(City)

Florida

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

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

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See Attached

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

**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.

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

. . .  
ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION  
. . .

**E.** Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors. No such dedication or transfers shall be effective without attaining consent of two-thirds (2/3) if the Members of the Association to such dedication sale or transfer, in writing or by a vote at duly called meeting of the Association and unless prior written consent is obtained from the Ibis Property Owners Association, Inc. (the "Ibis POA") ~~and from the Declarant, for so long as the Declarant owns at least one (1) Lot in the Project, and from Ibis West Palm Partners LP, a Delaware limited partnership for so long as it owns at least one (1) Lot in the Property, as said term is defined in that certain Declaration of Covenants, Restrictions and Easements for Ibis Golf and Country Club, recorded in the Public Records of Palm Beach County, Florida as amended (the "Ibis Declaration")~~

. . .  
ARTICLE VI  
VOTING AND MEMBERSHIP  
. . .

**A. Membership**

1. This Corporation shall issue no shares of stock of any kind or nature. Every person or entity, ~~including the Declarant~~, who is or becomes a record Owner of a fee or undivided fee interest in any Lot shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest in land merely as security for the performance of an obligation unless and until such holder of a security interest acquires title pursuant to foreclosure or judicial proceeding or deed-in-lieu of foreclosure. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association under the Declaration. Membership shall be subject to the Declaration and shall be restricted to the categories provided for therein and no other Members shall be admitted. Each Owner of a Lot within the Property shall become a Member of the Association upon title to the Lot being

conveyed by deed to such Owner and upon the recording of said deed among the Public Records of Palm Beach County, Florida, or upon a transfer of title by operation of law. Transfer of membership shall be established by the recording among the Public Records of Palm Beach County, Florida, of a warranty deed or other instrument establishing a record title to a Lot, the Owner or Owners designated by such instrument as grantees thereby becoming a Member or Members of the Association; the membership of the prior Owner or Owners shall thereupon be terminated.

ARTICLE VIII  
DIRECTORS

A. Numbers and qualification. The affairs of this Association shall be managed by a board of not less than three (3) nor more than nine (9) directors (the "Board"), who must need not be Members of the Association.

~~D. Term of Initial Directors. The Declarant shall appoint the members of the first Board and their replacements, for so long as Declarant is entitled to exercise all voting rights as set forth in the Declaration, unless such control is sooner relinquished by the Declarant, in its sole discretion, who shall hold office for the periods described in the Bylaws.~~

ARTICLE XI  
AMENDMENTS TO ARTICLES OF INCORPORATION

C. Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in Article V or Article XIV of these Articles, entitled "Powers" and "Indemnification", respectively, without the approval in writing of all Members. No amendment shall be made that is in conflict with the Declaration or Bylaws, ~~nor shall any amendment make changes which would in any way affect the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate of the Declarant, unless the Declarant shall join in the execution of the amendment. No amendment to this Paragraph C of Article XI shall be effective without the joinder or written consent of the Declarant, as long~~

~~as the Declarant owns any real property encumbered by the Declaration.~~  
No amendment to these Articles shall be effective without the prior written consent of the Ibis POA.

~~D. Declarant Amendment. Notwithstanding anything to the contrary contained herein, the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone. The Declarant shall therefore have the right to amend these Articles for the same reasons and in the same manner as the Declarant could amend the Declaration.~~

D. E. Recording.

#### ARTICLE XV

#### SELF DEALING, VALIDITY OF AGREEMENT AND WAIVER OF CLAIMS

A. No contract, agreement or undertaking of any sort between or among the Association, directors, officers, or Members ~~or the Declarant~~ shall be invalidated or affected by reason that any of them hold the same or similar positions with another condominium, homeowners or property owners association within the Property or Community, as the same are defined in the Ibis Declaration, or that they are financially interested in the transaction ~~or that they are employed by the Declarant or its affiliate, or any of their partners or shareholders.~~

B. No contract, agreement or undertaking of any sort between the Association and any entity or individual shall be invalidated or affected by reason that the Association, its directors, officers, or Members, ~~the Declarant, its agents or employees~~ hold financial interest in or with the individual or entity.

C. By acquisition of a Lot or Unit, any interest therein, within the Property, each and every individual or entity, of whatsoever kind or nature, thereby waives any claim for damages or other relief grounded in tort, contract or equity arising out of the negotiation, execution, performance and enforcement of contracts, agreements or undertakings described above that may accrue at the time of purchase or thereafter against the Association, its directors, officers, or Members, ~~the Declarant, its agents and employees.~~



ARTICLE XVI  
DISSOLUTION

The Association may be dissolved by a unanimous vote of Members at any regular or special meeting, provided, however, that the proposed action is specifically set forth in the notice of any such meeting ~~and that so long as the Declarant owns one (1) or more Lots in the Project, the Declarant's written consent to the dissolution of the Association must first be obtained.~~

☐ 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 3/19/2020

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)

Joel R. Whitman  
(Typed or printed name of person signing)

President  
(Title of person signing)