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THIS INSTRUMENT PREPARED BY
SHARON S. VANDER WULP
ATTORNEY AT LAW
P.O. BOX 1767
VENICE, FLORIDA 34284-1767

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

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OFFICIAL RECORDS
BOOK 2577
PAGE 2815

VIVIENDA WEST CONDOMINIUM ASSOCIATION, INC.

VIVIENDA WEST CONDOMINIUM ASSOCIATION, INC., its address being 699 Vivienda West Boulevard, Venice, FL 34293, Sarasota County, by the hands of the undersigned hereby certify that:

The Declaration of Condominium of VIVIENDA WEST, a Condominium is recorded in O.R. Book 1235, page 867, of the Public Records of Sarasota County, Florida. The following amendments to the Articles of Incorporation were submitted to the entire membership of the Association at its meeting called and held on the 16th day of November, 1993, and approved by an affirmative vote of not less than sixty-six and two-thirds (66 2/3%) percent of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of the votes of the entire membership of the Association, or not less than seventy-five percent (75%) of the votes of the entire membership of the Association as required by the Bylaws.

- 1. Article I, Name, is hereby amended to read as follows:

The name of the corporation shall be VIVIENDA WEST CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal place of business located at ~~848 Gonda Plaza~~ 699 Vivienda West Boulevard, Venice, Florida ~~33595~~ 34293.

- 2. Article 3.2, Powers, is hereby amended to read as follows:

The powers of the Association shall include and be governed by the following provisions:

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate VIVIENDA WEST, a Condominium, pursuant to the Declaration thereof, and as they may be amended from time to time including but not limited to the following:

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(a) To make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of operation.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the Condominium property.

(d) To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as Unit Owners.

(e) To make and amend reasonable rules and regulations respecting the use of the property in the Condominium.

(f) To approve or disapprove the transfer, mortgage and ownership of Units in the Condominium.

(g) To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declaration of Condominium, these Articles of Incorporation, Bylaws of the Association and the regulations for use of the property of the Condominium.

(h) To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium to have the approval of Directors or the membership of the Association.

(i) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

(j) To employ personnel to perform the services required for proper operation of the Condominium.

(k) To acquire or enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in real and personal property.

(l) To purchase Units in the Condominium and to acquire and hold, lease, mortgage and convey the same, subject, however, to the provisions of the Declaration and Bylaws relative thereto.

3. Article III, Powers, by adding Articles 3.5 and 3.6, is hereby amended to read as follows:

3.5 Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

3.6 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws of the Association.

4. Article V, Term, is hereby amended to read as follows:

The term of the Association shall be perpetual existence unless the Condominium is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

5. Article 8.1, Directors, is hereby amended to read as follows:

8.1 The affairs of the Association shall be managed by a Board of Directors. The number of persons which shall constitute the entire Board of Directors shall be not less than three (3) nor more than five (5). ~~Until such time as unit owners other than the Developers own fifteen (15%) percent or more of the units which will ultimately be operated by the Association as set forth in Article 13 below, the number of persons which shall constitute the entire Board of Directors shall be three (3), all of whom shall be appointed by the Developers.~~

~~Subsequent to unit owners other than the Developers obtaining ownership of fifteen (15%) percent or more of the units ultimately to be operated by the Association the number of Directors shall be three (3) of whom shall be appointed by the Developers and one (1) of whom shall be elected by the unit owners other than the Developers.~~

~~Subsequent to the expiration of three (3) years after sales by the Developers have been closed on fifty (50%) percent of the units that will ultimately be operated by the Association; or the expiration of three (3) months after sales have been closed by the Developers on ninety (90%) percent of the units that will ultimately be operated by the Association; or upon the date whereupon all the units that will ultimately be operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developers in the ordinary course of business; or when the Developers have sold some of the units and none of the other units are held by the Developers for sale in the ordinary course of business; whichever event shall be the first to occur, the number of Directors who shall constitute the entire Board of Directors shall be five (5) to be elected by unit owners other than Developers and to be appointed by the Developers as follows:~~

~~(a) The owners, other than Developers, of units in VIVIENDA WEST shall elect three (3) Directors.~~

~~(b) For so long as Developers hold any units operated by the Association for sale in the ordinary course of its business, all members of the Board of Directors not elected by the unit owners in accordance with sub paragraph 8.1(a) above, shall be appointed by the Developers.~~

~~(c) All members of the Board of Directors elected by unit owners other than the Developers shall be members of the Association. All members of the Board of Directors elected by the unit owners other than the Developers shall be unit owners. Any member of the Board of Directors appointed by the Developers need not be a member of the Association.~~

6. Article VIII, Directors, by adding Article 8.4, is hereby amended to read as follows:

8.4 Election of Directors. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

7. Article VIII, Directors, by adding Article 8.5, is hereby amended to read as follows:

The Directors and Officers may lawfully and properly exercise the power set forth in ARTICLE 3, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration of Condominium as initially declared or subsequently re-declared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of this corporation of the powers pertinent thereto.

8. Article IX, Indemnification, is hereby amended to read as follows:

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or

having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

9. Article 12.2, Amendments, is hereby amended to read as follows:

12.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of his refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held not sooner than fourteen (14) ~~fifteen (15)~~ days nor later than sixty (60) days thereafter for the purpose of considering such amendment. ~~Directors and members~~ not present in person ~~or by proxy~~ at the meeting considering the amendment may express their approval in writing by limited proxy provided such limited proxy approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by+

~~(a) Not less than sixty six and two thirds (66 2/3%) percent of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of the votes of the entire membership of the Association; or~~

~~(b) Not less than seventy five (75%) percent of the votes of the entire membership of the Association. Provided, however, that until such time as a majority of the members of the Board of Directors of the Association shall be elected by unit owners other than Developers, all amendments to the Articles of Incorporation shall be approved as set forth in paragraph 12.2(a) above.~~

10. Article 12.3, Proviso, is hereby amended to read as follows:

12.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the

members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners of mortgages on the condominium units, ~~including the Developers. No amendment shall be adopted without the consent and approval of the Developers, so long as they shall own two (2) or more condominium units in VIVIENDA WEST.~~ No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium, ~~nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers and/or options herein provided in favor of or reserved to the Developer.~~

11. Article 14, Resident Agent, is hereby amended to read as follows:

The Resident Agent to accept service of process within this State for said corporation shall be as designated from time to time by the Board of Directors at their discretion ~~ROBERT J. CARR, 720 South Orange Avenue, Sarasota, Florida 33577.~~

~~Having been named to accept service of process for the above stated corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.~~

~~ROBERT J. CARR~~

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President, this 2nd day of December, 1993.

ATTEST:

VIVIENDA WEST CONDOMINIUM ASSOCIATION, INC.

By: *Phyllis J. Reil*
Secretary

By: *Ruth S. Bechtel*
President

WITNESSES:

Rebekah E. Link

Patricia Henderson

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Ruth L. Bechtel, as President and Phyllis J. Keil, as Secretary, of VIVIENDA WEST CONDOMINIUM ASSOCIATION, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Certificate of Amendment of Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment to the Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification.

WITNESS my hand and official seal at Venice, Sarasota County, Florida this 2nd day of December, 1993.

Patricia C. Fenderson
Printed Name of Notary:
PATRICIA C. FENDERSON
Notary Public
Commission # AA 746562

My Commission Expires:



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CLERK OF COUNTY
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