

CERTIFICATE OF AMENDMENT

THIS CERTIFICATE OF AMENDMENT is executed this 4th day of April, 2019, by VUE AT BRICKELL CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Association").

RECITALS

WHEREAS, the Association was established for the operation of Vue at Brickell, A Condominium, in accordance with the Declaration of Condominium and related documents which were recorded on February 22, 2005, in Official Records Book 23102, at Page 262 of the Public Records of Miami-Dade County, Florida, and all exhibits and amendments thereto ("Original Declaration"); and

WHEREAS, pursuant to Section XIII of the Bylaws, a proposed amendment to the Bylaws of the Vue at Brickell Condominium Association, Inc., was approved by a resolution duly adopted at a duly called meeting of the Board of Directors November 27, 2018, and thereafter, approved by members present in person or by proxy at the duly convened meeting of the members on March 15, 2019, having at least seventy five (75%) of the votes at the meeting, the notice of the proposed amendment having been given in the notice of the meeting; and

NOW THEREFORE, the Association does hereby state as follows:

1. The above Recitals are true and correct and are incorporated herein by reference.
2. Except as otherwise defined herein, each initial and fully capitalized term used in the Amendment shall have the meaning given such term in the Declaration.
3. New Language is indicated by underscored type. Deleted language is indicated by struck through type.
3. Article III, Sections A, B, and C of the By-Laws of Vue At Brickell Condominium Association, Inc., are hereby amended as follows:

III. DIRECTORS AND OFFICERS

A. Directors.

1. The affairs of the Association shall be ~~managed governed by an~~ Initial a Board of Directors (the "Initial Board") composed of three (3) persons. The number of Directors shall be determined by the Board, from time to time; provided, however, there shall not be less than three (3) Directors, nor more than five (5); and further provided the number of Directors shall always be an odd number. Directors shall be members of the Association, except when units are owned by corporations or other entities, in which case Directors may be the officers, directors or designees of such



~~corporate or entity owners and members. The members of the Initial Board are designated in the Articles of Incorporation and need not be members of the Association.~~

2. ~~Section 718.301(1), Florida Statutes provides:~~

~~"(1) When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:~~

- ~~a. Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;~~
- ~~b. Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;~~
- ~~c. When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;~~
- ~~d. When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or~~
- ~~e. Seven years after recordation of the declaration of condominium, or in the case of an association which may ultimately operate more than one condominium, seven (7) years after recordation of the declaration for the first condominium it operates, or in the case of an association operating a phase condominium created pursuant to Section 718.403, seven (7) years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least five percent, in condominiums with fewer than 500 units, and two percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration."~~

~~3. Until such time as the Purchaser Members (defined as the unit owners other than the Developer) shall be entitled to elect all of the Directors, the Developer shall have the absolute right, in its sole and absolute discretion and at any time, to remove any Director selected by the Developer and to replace the Director so discharged.~~

~~4. The Purchaser Members shall elect a majority of the Board of Directors, pursuant to the provisions hereof, at a special meeting of the Membership to be called by the Board for such purpose (the "Majority Election Meeting").~~

52. Subsequent to the Majority Election Meeting, ~~the~~ The Directors shall be elected by the members of the Association at each annual meeting of members and the Directors shall hold office until the next annual meeting of members and until their successors are elected and shall qualify.

63. Directors shall be elected at the Majority Election Meeting and at each annual meeting of the members, as follows:

a. The Board of Directors shall be elected by written ballot or ~~voting machine~~ electronic voting, as permitted by Florida Statutes, Chapter 718, as amended from time to time. Any election to fill a vacancy on the Board of Directors due to the expiration of a Director's term shall be by secret ballot. However, in the event the number of vacancies equals or exceeds the number of candidates, no election shall be required. Except to fill vacancies on the Board of Directors caused by recall, proxies shall in no event be used in electing the Board of Directors, either at general elections or at elections to fill vacancies caused by resignation. Not less than sixty (60) days before a scheduled election, the Secretary shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, to each member of the Association entitled to vote, a first notice of the date of the election. Any member of the Association or other eligible person desiring to be a candidate for the Board of Directors shall give written notice to the Secretary of the Association not less than forty (40) days before a scheduled election. Together with the written notice and agenda required pursuant to the provisions of Article VII, Subparagraph A3 of these By-Laws, the Association shall then mail or deliver a second notice of the election to all members of the Association entitled to vote therein, together with a ballot which shall list all candidates. Upon request of a candidate, the Association shall include an information sheet, no larger than 8-1/2 inches by 11 inches furnished by the candidate (which information sheet must be furnished by the candidate to the Association not less than thirty five (35) days before the scheduled election), to be included with the mailing of the ballot, with the costs of mailing or delivery and copying to be borne by the Association. Elections shall be decided by a plurality of those ballots cast. There shall be no quorum requirement; however, at least twenty percent (20%) of the members must cast a ballot to have a valid election. No member of the Association shall permit any other to vote such member's ballot, and any such ballots improperly cast shall be deemed invalid. A member who needs assistance in casting the ballot for the reasons stated in Section 101.051, Florida Statutes, may obtain assistance in casting the ballot. Any member violating this provision may be fined by the Association in

accordance with the provisions of Section 718.303, Florida Statutes. The regular election shall occur on the date of the annual meeting of the membership of the Association.

~~7. — Directors shall be members of the Association, except that this provision shall not apply to Directors selected by the Developer.~~

84. No person who has been convicted of any felony by any court of record in the United States and who has not had his or her right to vote restored pursuant to law in the jurisdiction of his or her residence shall be eligible to serve on the Board of Directors. The validity of an action by the Board of Directors shall not be affected if it is later determined that a member of the Board of Directors is ineligible to serve on the Board of Directors due to having been convicted of a felony.

B. Officers.

The Officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer, any of whom may be members of the Board of Directors, and such other Officers as the Board of Directors may appoint. The President must be a member of the Board of Directors. ~~The Officers named in the Articles of Incorporation shall serve, unless removed and replaced by the Developer, until the first meeting of the Board of Directors held subsequent to the Majority Election Meeting, and at such meeting the Board of Directors shall elect the aforesaid Officers. The Officers of the Association shall be elected at the first meeting of the Board of Directors held subsequent to the Majority Election annual Mmeeting, and shall hold office until the next and ensuing annual meeting of the Board of Directors and until their successors shall have been elected and shall qualify.~~

C. Resignation. Vacancy. Removal. Compensation.

1. Any Director or Officer of the Association may resign at any time, by instrument in writing. Resignations shall take effect at the time specified therein, and if no time is specified, at the time of receipt of such resignation by the President or Secretary of the Association. The acceptance of a resignation shall not be necessary to make it effective. A resignation shall be deemed to have occurred upon termination of membership in the Association, by the Director or Officer.

2. Any vacancy occurring on the Board of Directors before the expiration of a term may be filled by the affirmative vote of the majority of the remaining Directors, even if the remaining directors constitute less than a quorum, or by the sole remaining Director. In the alternative, the Board may hold an election to fill the vacancy, in which case the election procedures shall conform to Section 3(a) of these By-Laws. A Board member appointed or elected under this section shall fill the vacancy for the unexpired term of the seat being filled. Subject to the right of the Developer to replace Directors selected by the Developer, the members of the Association, at a Special Meeting of the membership, shall fill the vacancy on the Board of Directors, by electing a person who shall serve until the next annual meeting of the members.

In the event of a vacancy on the Board of Directors caused by a recall of a Director, and less than a majority of the Board members are removed, the vacancy may be filled by the affirmative vote of a majority of the remaining directors. If vacancies occur on the Board of Directors as a result of a recall and a majority or more of the Board members are removed, the vacancies shall be filled in accordance with procedural rules to be adopted by the division, pursuant to the provisions of Section 718.112(2)(j), Florida Statutes, the members of the Association, at a Special Meeting of the membership, shall fill the vacancy on the Board of Directors, by electing a person who shall serve until the next annual meeting of the members.

When a vacancy occurs in an office for any cause before an Officer's term has expired, the office shall be filled by the Board of Directors at its next meeting by electing a person to serve for the unexpired term.

3. Any Director may be recalled and removed from office, with or without cause, pursuant to the provisions of Section 718.112(2)(j), Florida Statutes. ~~Directors selected by the Developer shall not be affected by these provisions.~~

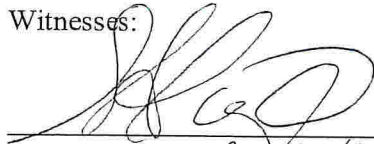
4. Upon an affirmative vote of a majority of the members of the Board of Directors, any Officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting called for such purpose.

5. No compensation shall be paid to Directors or Officers for their services as Directors or Officers.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal, this 4 day of April, 2019.

[CORPORATE SEAL]

Witnesses:



Print Name:

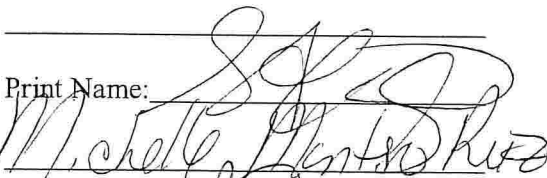
Michelle Minter Ruiz



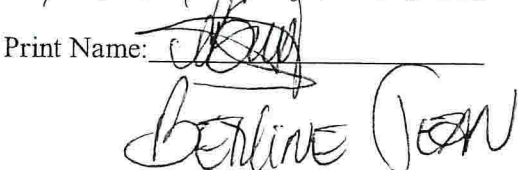
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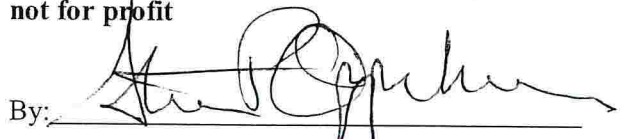
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**VUE AT BRICKELL CONDOMINIUM
ASSOCIATION, INC., a Florida corporation
not for profit**

By: 

STEVEN P. OPPENHEIM, as President

By:



Maria De Pool, as Secretary



STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4 day of April, 2019, by STEVEN R. OPENHEIM, as President, and Maria Delia, as Secretary of Vue at Brickell Condominium Association, Inc., a Florida corporation not-for-profit, on behalf of the corporation. They are personally known to me and (did) (did not) take an oath.



[Signature]
Notary Public - State of Florida

Print Name: Michelle Montero Ruiz

My Commission Expires: May 22, 2022

**THIS INSTRUMENT PREPARED
BY AND RETURN TO:**

Elizabeth A. Bowen, Esq.
Siegfried Rivera
201 Alhambra Circle, 11th Floor
Coral Gables, FL 33134
Telephone: (305) 442-3334

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STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that this is a true copy of the
original filed in this office on April 16, 2019, A.D. 2019.
WITNESS my hand and Official Seal.
HARVEY BLIVIN, CLERK, of Circuit and County Courts
By [Signature] D.C.



[Signature]
ERIC STRINGER #172204