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REFERENCE : 270565

8739A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE: February 24, 1997

ORDER TIME : 12:18 PM

ORDER NO. : 270565-005

CUSTOMER NO: 8739A

CUSTOMER: Steven M. Goldsmith, Esq.

Siegel & Lipman

Suite 801

5355 Town Center Road Boca Raton, FL 33432

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DOMESTIC AMENDMENT FILING

NAME:

VIA VERDE HOMEOWNERS ASSOCIATION, INC.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

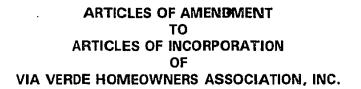
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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

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Pursuant to the provisions of section 6\$7.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Article VI(a), entitled "Board of Directors", is amended to read as follows:

"(a) The affairs of the Association shall be managed by a Board of Directors consisting of six Directors. The Directors may, but need not be, members of the Association and need not be residents of the State of Florida. Five directors must be residential property owners within one of the communities within the Association. The other director shall be a commercial property owner, a commercial property owner's designee, or an individual owning a business operating from commercial property within the Association. Elections shall be by plurality vote. The term of the Directors so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the entire Membership. The entire Membership shall be defined as the voting representatives as provided for in the By-Laws and Articles of Incorporation of the Association."

SECOND: Article XIII(a), entitled "Transaction In Which Directors Or Officers Are Interested", is amended to delete paragraph (a) in its entirety and to read as follows:

"(a) No member of the board of directors shall obtain compensation, consideration, remuneration, or money ("compensation"), directly or indirectly, from a business, enterprise, association, or occupation ("business") that performs services or provides goods to the Association. Such business with the Association represents a prohibited conflict of interest. This prohibited conflict of interest may not be waived by a vote of the board of directors but, instead, requires an affirmative vote from the entire membership as defined herein."

THIRD:

Article XVI, entitled "Arbitration", is added to the articles as

follows:

"Any and all disputes between the Association, its board of directors, and/or its voting representatives shall be submitted to binding arbitration in accordance with the rules of the American Arbitration Association. No dispute, conflict or matter shall be filed in a court of competent jurisdiction. Arbitration shall be binding, and is the exclusive procedure for resolving any such dispute, conflict or matter."

FOURTH:

The date of adoption of the amendment(s) was: December 17,

1996.

FIFTH:

There are no members or members entitled to vote on the

amendments. The amendments were adopted by the board of

directors.

VIA VERDE HOMEOWNERS ASSOCIATION, INC., a Florida corporation

ATTEST:

John Mihalik, Secretary

Mary Etting Programs

via\articles

Date: 214197