

LAW OFFICES

BECKER & POLIAKOFF, P.A.

5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

Phone: (305) 260-4433 Fax: (305) 260-4874
Toll Free: (800) 333-4874
Internet: www.becker-poliakoff.com
Email: bp@becker-poliakoff.com

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Florida Offices

Administrative Office
3111 Stirling Road
Ft. Lauderdale, FL 33312
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Bern, Switzerland*

Reply To:

Miami

Rosa M. De La Camara, Esq.

Direct Dial: (305) 260-1011

rdelacam@becker-poliakoff.com

August 14, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

700004542617--1
-08/20/01--01104--002
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed herein please find a Certificate of Amendment to the Articles of Incorporation for Country Club of Miami Villas S1/B3 Association, Inc. as well as a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter.

Very truly yours,

Mabel Alamina

Mabel Alamina

Secretary to Rosa M. de la Camara

MA/
Enclosures

FILED
AUG 20 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

743765
Amend on
8-20-01
300

This instrument was prepared by:
ROSA M. DE LA CAMARA, ESQUIRE
BECKER & POLIAKOFF, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COUNTRY CLUB OF MIAMI VILLAS S1/B3 ASSOCIATION, INC.**

WHEREAS, the Certificate of Incorporation of COUNTRY CLUB OF MIAMI VILLAS S1/B3 ASSOCIATION, INC. (hereinafter the "Association") was issued by the Secretary of State of Florida on the 1st day of August, 1978; and

WHEREAS, at a duly adjourned meeting of the membership of the Association held on July 5, 2001, the amendments to the Articles of Incorporation as set out in Exhibit "A" hereto were adopted by a vote of the membership in excess of that required by the pertinent provisions of said Articles; and

NOW, THEREFORE, the undersigned hereby certifies that the amendment as set forth in Exhibit "A" attached hereto and incorporated herein is a true and correct copy of the amendments as approved by the membership of the Association as set forth above.

WITNESS my signature hereto this 1 day of AUGUST, 2001 at Miami-Dade, Florida.

**COUNTRY CLUB OF MIAMI VILLAS
S1/B3 ASSOCIATION, INC.**

BY: Michael Frissera

SECRETARY OF STATE
FLORIDA

FILED

(Seal)

PRINT: MICHAEL FRISSERA

ATTEST: Michael Frissera

Rosa M. De La Camara
Witness
Man Gonzalez
Witness
Marilyn D. Hodgkins
Witness

Sworn to and subscribed before me this 1 day of AUGUST, 2001 by
MICHAEL FRISSERA

NOTARY PUBLIC - STATE OF FLORIDA

Personally Known OR
Produced Identification ✓

Type of Identification

sign [Signature]
print Rosa M. Roldan
My Commission expires:

OFFICIAL NOTARY SEAL

**AMENDMENT
TO ARTICLES OF INCORPORATION
OF
COUNTRY CLUB OF MIAMI FAIRWAY VILLAS S1/B3 ASSOCIATION, INC.**

(Additions shown by underlining; deletions by lined-through words)

1 Amendment to Article V, Section 1 of the Articles of Incorporation to provide as follows:

"The affairs of the Association ~~will be managed~~ shall be governed by a Board composed of not less than three (3) nor more than ~~nine (9)~~ five (5) Directors as shall be determined by the Board of Directors By-Laws, and ~~in the absence of such determination shall consist of three (3) Directors.~~ All Directors shall be homeowners or the spouse of a homeowner, or other person with written authorization from the homeowner."

2. Amendment to Article IV, Section 2 of the Articles of Incorporation to provide as follows:

"Membership in the Association shall be established by recording in the Public Records of Dade County, Florida, of a deed or other instrument establishing a change of record title to a dwelling unit and the delivery to the Association ~~or of a certified copy of such instrument,~~ the new owner designated by such instrument thereby becoming a member of the Association, which instrument shall be delivered to the Association within thirty (30) days of the date of closing, or the Association may levy a fine as further provided in the By-Laws. The membership of the prior owner shall be thereby terminated."

3. Amendment to Article V, Section 1 of the Articles of Incorporation to provide as follows:

"Directors of the Association shall be ~~appointed or~~ elected at the annual meeting of the members in the manner determined by the By-Laws ~~except that for so long as Country Club of Miami Corporation, a Florida corporation, or its successors is the owner of not less than ten (10) dwelling units, it shall have the right to elect at least 40% of the Directors who need not be residents of the dwelling units.~~ Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws."