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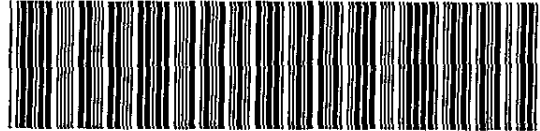
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July 19, 2004

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Thornhill Mews Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Thornhill Mews Homeowners' Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,


KENNETH S. DIREKTOR
For the Firm

KSD/ebd
Enclosures

cc: Thornhill Mews Homeowners' Association, Inc.

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**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THORNHILL MEWS HOMEOWNERS' ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of **Thornhill Mews Homeowners' Association, Inc.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article X thereof, by the membership at a duly called and noticed meeting of the members held **April 18, 2004**. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION
OF
THORNHILL MEWS HOMEOWNERS' ASSOCIATION, INC.**

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

* * *

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject to the Declaration of Covenants and Restrictions for THORNHILL MEWS shall be a member of this Corporation (hereinafter also called the "Association") from the date such member acquires title to his Living Unit or lot, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

In addition, ~~after turnover of the Association to the membership,~~ the Association may, by majority vote of a quorum of its members present in person or by proxy at a meeting duly called for that purpose, admit to membership persons or entities who are record owners of lots adjoining or in the vicinity of the THORNHILL MEWS Subdivision.

* * *

ARTICLE VII

~~INITIAL OFFICERS~~

D. L. Sandieson	President
William DeCarlo	Vice President
Judith G. Hanley	Secretary/Treasurer

[INTENTIONALLY LEFT BLANK]

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of five (5) Directors, all of whom must be members or the spouse or domestic partner of a member living with the member in the living unit.

~~The affairs of the Corporation (hereinafter also called the "Association") shall be managed by a Board of not less than three (3) nor more than seven (7) Directors, who need not be members of the Association. The initial Board of Directors shall consist of four (4) members who shall hold office until the election of their successors at the "Turnover Meeting" provided for in Article XI hereof, or until their prior resignation. At the "Turnover Meeting" the Board of Directors shall be increased to five (5) members. Thereafter, at each annual meeting of the members five (5) or more Directors shall be elected.~~

~~The names and addresses of those persons who are to act as Directors until the election of their successors are:~~

D. L. Sandieson	181 North Crawford Boulevard Boca Raton, Florida 33432
William DeCarlo	181 North Crawford Boulevard Boca Raton, Florida 33432
Judith G. Hanley	181 North Crawford Boulevard Boca Raton, Florida 33432
Evelyn J. Patterson	181 North Crawford Boulevard Boca Raton, Florida 33432

~~ARTICLE IX~~

~~BYLAWS~~

~~The Bylaws of the corporation may be made, altered, amended or rescinded, at a regular or special meeting of the members, by a vote of two-thirds (2/3's) of a quorum of each class of members present in person or by proxy; provided that those provisions of the Bylaws which are governed by these Articles of Incorporation may not be amended except as provided in the Articles of Incorporation or applicable law.~~

~~ARTICLE X IX~~

~~AMENDMENT TO THE ARTICLES OF INCORPORATION~~

~~These Articles may be amended by the Members at a regular meeting or special meeting of the Membership, by the vote of a majority of the Lots and/or Living Units contained in The Properties. Provided, however, that so long as the Developer owns a Lot or Living Unit in the Subdivision, no such Amendment may be made without the consent of the Developer; and provided further that no such Amendment shall affect or interfere with vested property rights previously acquired by an Owner or a First Mortgagee.~~

These Articles may be amended with the approval of a majority of the participating members, present and voting, in person or by proxy, at a meeting at which a quorum has been established, or by written agreement, provided that a quorum of the membership participates.

~~ARTICLE XI~~

~~The Association shall have two classes of voting membership:~~

~~Class "A"—Class "A" Members shall be all of those Owners as defined in Article III with the exception of Costain Florida Inc., its successors and assigns ("the Developer"), as described in Article I of the Declaration of Covenants and Restrictions of THORNHILL MEWS. Class "A" Members shall be entitled to one vote for each Lot or~~

~~Living Unit in which they hold the interest required for membership by Article III. When more than one person holds such interest or interest in any Lot or Living Unit, all such persons shall be members, and the vote for such Lot or Living Unit shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any such Lot or Living Unit.~~

~~Class "B" Class "B" Members shall be the Developer. The Class B Member shall be entitled to three votes for each Lot or Living Unit in which it holds the interest required for membership by Article III, provided that the Class B Membership shall cease and become converted to Class A Membership on the happening of the earlier of any of the following events:~~

~~(a) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or~~

~~(b) on January 1, 1985; or~~

~~(c) at any earlier time that the Developer, in its sole discretion, voluntarily converts its Class B Membership to Class A Membership.~~

~~From and after the happening of the earlier of these events, the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot or Living Unit in which it holds the interest required for Membership under Article III.~~

~~Within ninety (90) days after the happening of the earliest of the foregoing events, the Association shall conduct a special meeting of the membership (hereinafter called "Turnover Meeting") for the purpose of electing officers and directors. Provided, however, that so long as the Developer is the Owner of one Lot or Living Unit governed by the Association, the Developer shall be entitled to appoint one Member of the Board of Directors.~~

~~Provided, further, that for the purposes of determining the votes allowed under this Section, when Living Units are counted, the Lot or Lots upon which such Living Units are situated shall not be counted.~~

ARTICLE XII

ADDITIONS TO PROPERTIES

~~Additions to the properties described in Article II may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction functions, duties and membership of this corporation to such properties. Where the applicable covenants require that certain additions be approved by this corporation, such approval must have the assent of two thirds of the votes of each class of members who are voting in person or by proxy at a meeting by duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.~~

ARTICLE XIII

MERGER AND CONSOLIDATIONS

~~Subject to the provisions of the recorded covenants and restrictions applicable to the properties described in Article II, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two thirds (2/3's) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set~~

~~forth the purpose the purpose of the meeting.~~

ARTICLE XIV X

MORTGAGES; OTHER INDEBTEDNESS

* * *

ARTICLE XV

~~QUORUM FOR ANY ACTION GOVERNED BY
ARTICLES XII, XIII AND XIV OF THESE ARTICLES~~

~~The quorum required for any action governed by Articles XII, XIII and XIV of these Articles shall be as follows:~~

~~At the first meeting duly called for such purpose, as provided in the notice of such meeting, the presence of members, or of proxies, entitled to cast sixty (60%) percent of all votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at such meeting, another meeting may be called, subject to the thirty (30) day notice requirements set forth in said Articles, and at the subsequent meeting, the presence of members, or of proxies, entitled to cast thirty (30%) percent of all votes of each class of membership shall constitute a quorum; provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.~~

ARTICLE XVI

~~QUORUM FOR OTHER ACTIONS~~

~~Except as provided in Articles IX, X and XV hereof, the presence at the meeting of members entitled to cast one third (1/3) of the combined votes of both classes of membership shall constitute a quorum for any action governed by the Articles of Incorporation or by the By-Laws of this corporation.~~

ARTICLE XVII XI

~~DEDICATION OF PROPERTIES OR TRANSFER OF
FUNCTION TO PUBLIC AGENCY OR UTILITY~~

* * *

ARTICLE XVIII XII

~~DISPOSITION OF ASSETS UPON DISSOLUTION~~

* * *

* * * * *

WITNESS my signature hereto this 12 day of July, 2004,
at Boca Raton, Palm Beach County, Florida.

**THORNHILL MEWS HOMEOWNERS'
ASSOCIATION, INC.**

Maria Napoli BY: Irma Berger (SEAL)
Witness President

[Signature] ATTEST: Jean Jablon (SEAL)
Witness Secretary

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 12th day of
July, 2004, by IRMA BERGER and
Jean Jablon, as President and Secretary,
respectively, of Thornhill Mews Homeowners' Association, Inc., a Florida not-for-profit
corporation, on behalf of the corporation. They are personally known to me, or have
produced _____ as identification and did take an oath. If no type of identification
is indicated, the above-named persons are personally known to me.

[Signature] (Signature)
GABRIEL CHAYON (Print Name)
Notary Public, State of Florida at Large



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