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Amend

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July 22, 2009

Reply To:
Tampa Bay
Ellen Hirsch de Haan, J.D.
Direct dial: (727) 712-4000
EdeHaan@becker-poliakoff.com

Florida Department of State
Amendment Section
P.O. Box 1500
Tallahassee, FL 32302-1500

Re: Amendment to the Articles of Incorporation of Caribbean Beach Club
Association, Inc.

Dear Sir/Madam:

Enclosed please find the original Amendment to the Articles of Incorporation of
Caribbean Beach Club Association, Inc. and a copy of same to be stamped and
returned to this office in the enclosed envelope.

Also enclosed, please find check # 2714 in the amount of \$35.00 for the required
recording fee.

If you should have any questions, please do not hesitate to contact this office.

Very truly yours,



Ellen Hirsch de Haan, J.D.
For the Firm

EHD/kjd
Enclosures

ACTIVE: C08233/100303:2645840_1

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
CARIBBEAN BEACH CLUB ASSOCIATION, INC.
Document No. 745896

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

Article VI, Section 1 and Article IX, see attached.

The date of the adoption of the amendment was: 7-14, 2009.

The amendment(s) were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) were adopted by the board of directors.

(SEAL)

CARIBBEAN BEACH CLUB
ASSOCIATION, INC.

BY: Richard E. Garrett, Pres.
President

Name Printed: Richard E. Garrett

DATED 7-14, 2009

STATE OF ~~FLORIDA~~ New York
COUNTY OF ~~LEE~~ Onondaga

BEFORE ME, the undersigned authority, personally appeared Richard E. Garrett to me known to be the President of Caribbean Beach Club Association, Inc., and he/she acknowledged before me that he/she freely and voluntarily executed the same as such authorized agent, under authority vested in him/her by said corporation. He/She is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this
14 day of July, 2009.

Ann M. Dorward

Notary Public

Printed Name: _____

ANN M. DORWARD
Notary Public, State of New York
Qualified in Onondaga County
Reg. No. 01DO5047512

My commission expires:

My Commission Expires August 7, 2013

ADOPTED AMENDMENTS TO THE ARTICLES OF INCORPORATION OF
CARIBBEAN BEACH CLUB ASSOCIATION, INC.

ARTICLES OF INCORPORATION:

1. Adopted amendment to Article VI, Section 1., Articles of Incorporation, to read as follows:

ARTICLE VI.

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the By-Laws. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, ~~for a term of one (1) year, or until their successors shall be elected and shall qualify.~~ as set forth in the By-Laws. Provisions for such election, and provisions respecting the removal, disqualification and resignation of Directors and for filling vacancies on the directorate, shall be established by the By-Laws.

2. Adopted amendment to Article IX, Articles of Incorporation, to read as follows:

ARTICLE IX.

. . . the By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote, as follows: set forth in the By-Laws.

A. ~~If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the total membership to be adopted.~~

B. ~~If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by three fourths (3/4ths) of the total vote of the membership.~~

PLEASE NOTE: NEW TEXT INDICATED BY UNDERLINING; DELETED TEXT INDICATED BY STRIKE THROUGH; UNAFFECTED TEXT INDICATED BY ". . ."