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May 1, 2000

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CORPORATE RECORDS BUREAU
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Department of State
P.O. Box 6327
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**RE: Independence Bay Community Association, Inc.
Amendment to Articles of Incorporation**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Independence Bay Community 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: Independence Bay Community Association, Inc.

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**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
INDEPENDENCE BAY COMMUNITY ASSOCIATION, INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of **Independence Bay Community Association, Inc.** do hereby certify that the following amendments to the Amended and Restated Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article XIII thereof. The amendments were adopted by written agreement signed by all Governors and all Members, pursuant to Article XIII, Section A(2), of the Amended and Restated Articles of Incorporation, and the number of votes cast for the amendments was sufficient for approval on 03-07-00.

**AMENDMENTS TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
INDEPENDENCE BAY COMMUNITY ASSOCIATION, INC.**

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

**ARTICLE V
MEMBERS AND VOTING**

The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

* * *

B. Voting Rights. The voting rights of the Members shall be as follows:

* * *

3. Casting of Votes.

* * *

~~(b)—Represented Members. Each Owner Member in a Neighborhood Association other than Developer ("Represented Member") shall cast its votes through its Representative. Nothing herein contained shall require that a Representative cast in the same manner all the votes which he is entitled to cast, and the Representative may cast fewer than the total number of votes possessed by his Represented Members.~~

~~(i) Representative. The person elected President of each Neighborhood Association by the Board of such Neighborhood Association or designated in the President's written proxy shall serve as the "Representative" of his Represented Members. The number of votes equal to the number of votes possessed by such Represented Members shall be cast by the Representative as he determines to be in the best interest of his Represented Members, except that votes to amend the Independence Bay Documents, elect Governors, and decide other questions so designated by the Corporation Board shall be cast by the Representative in the same manner as they were directed to be cast by his Represented Members at a meeting of the members of such Neighborhood Association duly called and held in accordance with the Articles of Incorporation and By-Laws of such Neighborhood Association. The Representative shall, prior to voting such votes at a meeting of the Members, supply the Corporation with an affidavit attesting to the outcome of such vote by the Represented Members.~~

~~_____ (c) Unrepresented Members. Each Owner Member not in a Neighborhood Association other than Developer ("Unrepresented Member") shall cast his vote(s) in person or by the person designated in his written proxy. The foregoing shall not preclude the use of absentee ballots in connection with the election of Governors at the annual meeting, as specifically provided for in the By-Laws. Nothing herein contained shall require an Unrepresented Member cast in the same manner all the votes which he is entitled to cast, and such Unrepresented Member may cast fewer than the total number of votes he so possesses.~~

* * *

ARTICLE X
BOARD OF GOVERNORS

* * *

D. At the first Annual Members' Meeting after the Turnover Date, and thereafter at all Annual Members' Meetings, the Owner Members shall elect the Governors in accordance with the provisions of ~~Paragraph C of this Article X~~ Paragraph 3.8 of the By-Laws. Furthermore, after the Turnover Date and for so long as Developer owns (i) Dwelling Units or Undeveloped Lots; or (ii) land in Independence Bay not improved with Dwelling Units, Developer shall have the right, but not the obligation, to designate one additional Governor and his successors ("Developer Governor").

* * * * *

WITNESS my signature hereto this 22 day of March, 2000,
at Deerfield Beach, Broward County, Florida.

INDEPENDENCE BAY COMMUNITY
ASSOCIATION, INC.

Virginia Fisher
Witness

BY: Ronald R. McConly (SEAL)
President

Rita C. Spero
Witness

ATTEST: Rita C. Spero (SEAL)
Secretary

STATE OF FLORIDA :
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 22 day of March, 2000, by Ronald R. McConly and Rita Spero, as President and Secretary, respectively, of Independence Bay Community 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.

Marie Stephenson (Signature)

MARIE STEPHENSON (Print Name)

Notary Public, State of Florida at Large

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