

THE LAW OFFICES OF
BRUDNY & RABIN, P.A.

770158

January 26, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
98 FEB 19 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Certificate of Amendment to Articles of Incorporation of
Galleria Homes Association, Inc.
Corporate No.: 770158

Gentlemen:

Please find enclosed the original of a Certificate of Amendment to the Articles of Incorporation of Galleria Homes Association, Inc., which I would appreciate your filing. My client's check number 5088 in the amount of \$35.00 is enclosed herewith.

Also enclosed is a copy of the Certificate which I would appreciate your stamping and returning to me for my records.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,



Bennett L. Rabin

800002414148--5
-01/28/98--01033--013
*****35.00 *****35.00

BLR/gj
Enclosures

353\secretary8.126

Amend
See
2/19

Please reply to our: Tampa Office Clearwater Office

Tampa Office:
One Urban Centre
4830 West Kennedy Boulevard, Suite 985
Tampa, Florida 33609-2574

813-282-3355
Toll Free: 800-849-4619
FAX: 813-282-3811

Clearwater Office:
The Harbourside Building
18167 US 19 North, Suite 195
Clearwater, Florida 33764-6566

813-532-0888
Toll Free: 800-759-9043
FAX: 813-532-0880



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1998

BENNETT L. RABIN
BRUDNY & RABIN, P.A.
18167 US 19 NORTH, SUITE 195
CLEARWATER, FL 33764-6566

SUBJECT: GALLERIA HOMES ASSOCIATION, INC.
Ref. Number: 770158

We have received your document for GALLERIA HOMES ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 198A00005540

THE LAW OFFICES OF
BRUDNY & RABIN, P.A.

February 17, 1998

Teresa Brown, Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Certificate of Amendment to Articles of Incorporation of
Galleria Homes Association, Inc.
Reference Number: 770158

Dear Ms. Brown:

As requested in your recent letter, I have made the change you requested to the Certificate of Amendment to the Articles of Incorporation of Galleria Homes Association, Inc. regarding the number of votes case for the amendment was sufficient for approval. I enclose herewith the Certificate of Amendment as revised for filing. I have also enclosed a copy which I would appreciate your stamping and returning to me for my records. The filing fee for this Amendment has previously been forwarded to you.

Should you need anything further, please do not hesitate to contact me.

Sincerely,



Bennett L. Rabin

BLR/gj
Enclosures

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Please reply to our: Tampa Office Clearwater Office

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4830 West Kennedy Boulevard, Suite 985
Tampa, Florida 33609-2574

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Clearwater, Florida 33764-6566

813-532-0888
Toll Free: 800-759-9043
FAX: 813-532-0880

Prepared By and Return To:
Bennett L. Rabin, Esquire
Brudny & Rabin, P.A.
18167 U.S. 19 North, Suite 195
Clearwater, Florida 33764-6566

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
GALLERIA HOMES ASSOCIATION, INC.**

This is to certify that at a special meeting of the members of Galleria Homes Association, Inc., held on October 20, 1997, at which a quorum of the members entitled to vote were present, the attached Amendments to the Articles of Incorporation were duly adopted by the membership as required by its amendatory provision.* The document number given this corporation by the Secretary of State is 770158, originally filed September 8, 1983.

IN WITNESS WHEREOF, GALLERIA HOMES ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 29 day of December, 1997.

GALLERIA HOMES ASSOCIATION, INC.

By: [Signature]
Signature

Richard A. Nielsen, Pres
Printed Name and Title

[Signature]
Signature of Witness #1

PATRICIA J. BENNARDO
Printed Name of Witness #1

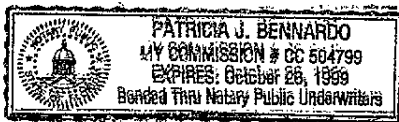
[Signature]
Printed Name of Witness #2 Mary Cordiale
and Signature

Signature of Witness #2

Printed Name of Witness #2

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 29 day of December, 1997, by Richard A. Nielsen, as President of GALLERIA HOMES ASSOCIATION, INC., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation, and stated that the foregoing is true and correct. He/she is personally known to me or has produced XXXXXXXXXXXXXXXXXXXX as identification.



[Signature]
Notary Public

PATRICIA J. BENNARDO

Printed Name
My Commission Expires:

* Pursuant to F.S. Section 617.1006(#), the number of votes cast for the amendment was sufficient for approval.

**ADOPTED AMENDMENTS TO ARTICLES OF INCORPORATION
OF GALLERIA HOMES ASSOCIATION, INC.**

*Additions indicated by underlining
Deletions indicated by ~~strike-through~~*

1. To amend Article VII of the Articles of Incorporation, as follows:

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of ~~three (3)~~ five (5) Directors, who shall be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. ~~At the first Beginning with the 1998 annual meeting, the members shall select one two directors for a term of one three years, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for three years. In 1999 the members shall select two directors for a term of three years. In 2000 the members shall select one director for a term of three years. A director's term ends at the annual election at which his or her successor is duly elected, or at such other time as may be provided by law.~~

2. To amend Paragraph 2 of Article XI of the Articles of Incorporation as follows:

**ARTICLE XI
AMENDMENTS**

* * *

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. ~~Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided; (a) Such approvals of an amendment must be by not less than two-thirds (2/3) of the votes of the entire representative membership of the Association; or who are present at a meeting, in person or by proxy, at which a quorum of the membership has been attained.~~