

Law Offices of
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June 7, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Muirfield at Seascape Condominium Association, Inc.
Turnberry Isle at Seascape Condominium Association, Inc.

Dear Sir/Madam:

Please find enclosed herewith for filing Articles of Amendment for each of the above-referenced corporations, along with two checks, each in the amount of \$43.75 representing the filing fee for each.

If you have any questions, do not hesitate to contact me. Thank you for your professional assistance in this matter.

Sincerely,

Michelle Schmidt
Michelle M. Schmidt
Assistant to Dana C. Matthews

/mms

Enclosures: as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & checked
OK
7-21-00

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MARY K. KRAEMER
Of Counsel

July 19, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Muirfield at Seascape Condominium Association, Inc.
Turnberry Isle at Seascape Condominium Association, Inc.

Dear Sir/Madam:

Please find enclosed herewith for filing Articles of Amendment for each of the above-referenced corporations, along with a copy of your letter dated June 19, 2000 regarding same. Each has been revised pursuant to your request.

If you have any questions, do not hesitate to contact me. Thank you for your professional assistance in this matter.

Sincerely,


Michelle M. Schmidt
Assistant to Dana C. Matthews

/mms

Enclosures: as stated

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 19, 2000

MATTHEWS & HAWKINS, P.A.
% MICHELLE SCHMIDT
607 HIGHWAY 98 EAST
DESTIN, FL 32541-2425

SUBJECT: MUIRFIELD AT SEASCAPE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: N00000002428

We have received your document for MUIRFIELD AT SEASCAPE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 100A00034656

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MUIRFIELD at SEASCAPE CONDOMINIUM ASSOCIATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

ARTICLE VI. DIRECTORS

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) The names and addresses of the members of the first Board of Directors who have been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chad Adkinson	40001 Emerald Coast Parkway Destin, Florida 32541
Larry Wayne Adkinson	40001 Emerald Coast Parkway Destin, Florida 32541
Enrique DeVerona	40001 Emerald Coast Parkway Destin, Florida 32541

Until unit owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

(C) Until unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) members. The first election of Directors shall not be held until required by the Condominium Act, Chapter 718, Fla.

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TALLAHASSEE, FLORIDA

Stat. (1999), including Section 718.301(1)(a)-(e) thereof, or until the Developer elects to terminate its control of the Association. The provisions of Section 718.301 (1) (a)-(e) are set forth in Article (D) below.

(D) Section 718.301 (1)(a)-(e) of the Condominium Act provides as follows:

"718.301 Transfer of association control.-

- (1) When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:
 - (a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 - (b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 - (c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;
 - (d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or
 - (e) Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to §718.403, 7 years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. Following the time the developer relinquishes control of the association, the developer may

exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration."

(E) Beginning with the election at which unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the affairs of the Association will be managed by a Board consisting of seven (7) directors. After unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

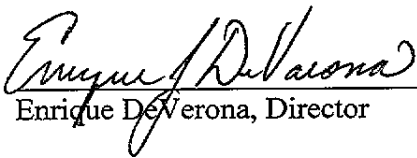
SECOND: The date of this amendments adoption is May 22, 2000.

THIRD: There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

Signed this 22 day of May, 2000.


Chad Adkinson, Director


Wayne Adkinson, Director


Enrique DeVerona, Director