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**DAVID N. GLASSMAN, P.A.**

ATTORNEY AT LAW

112 ANNIE STREET

ORLANDO, FLORIDA 32806

TEL. (407) 244-5522  
FAX (407) 843-2855

January 22, 2008

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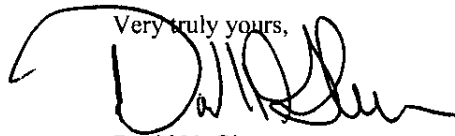
Re: Emerald Island Resort Master Association, Inc.

Dear Sir or Madam:

Enclosed please find the First Articles of Amendment to Articles of Incorporation of Emerald Island Resort Master Association, Inc. a Non-Profit Corporation incorporated in the State of Florida. Enclosed please also find my check in the amount of \$35.00. Please file the First Articles of Amendment.

If you require any additional information, please contact the undersigned. Thank you for your assistance in this matter.

Very truly yours,



David N. Glassman



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 29, 2008

DAVID N. GLASSMAN, P.A.  
112 ANNIE ST  
ORLANDO, FL 32806

SUBJECT: EMERALD ISLAND RESORT MASTER ASSOCIATION, INC.  
Ref. Number: N01000007307

We have received your document for EMERALD ISLAND RESORT MASTER ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 208A00005963

RECEIVED  
2008 MAR 27 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DAVID N. GLASSMAN, P.A.**

ATTORNEY AT LAW

112 ANNIE STREET

ORLANDO, FLORIDA 32806

TEL. (407) 244-5522  
FAX (407) 843-2855

March 26, 2008

Cheryl Coulliette  
Regulatory Specialist II  
Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

*Via Federal Express*

Subject: Emerald Island Resort Master Association, Inc.  
Ref. Number N01000007307

Dear Ms. Coulliette:

This letter follows your letter of January 29, 2008 pertaining to the above-referenced matter. Enclosed please find a copy of that letter and the First Articles of Amendment to Articles of Incorporation of Emerald Island Resort Master Association, Inc. a Non-Profit Corporation incorporated in the State of Florida. This First Articles of Amendment contains an original signature of the President/Director of the Corporation. I previously provided a check in the amount of \$35.00 to you as set forth in your letter. Please file the First Articles of Amendment as of the date originally received.

If you require any additional information, please contact the undersigned. Thank you for your assistance in this matter.

Very truly yours,

  
David N. Glassman

This instrument was prepared by and return to:  
David N. Glassman, Esquire  
David N. Glassman, P.A.  
112 Annie Street  
Orlando, Florida 32806  
(407) 244-5522  
Florida Bar No.: 0962521

**FIRST ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**EMERALD ISLAND RESORT MASTER ASSOCIATION, INC.**  
**A NON-PROFIT CORPORATION**  
**DOCUMENT NO. N01000007307**

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Pursuant to the provisions of Section 617.1006, Florida Statutes, Emerald Island Resort Master Association, Inc. adopts the following amendment to its Articles of Incorporation.

1. Article VII, Section 1 of the Articles of Incorporation is amended as follows:

Section 1. Voting Rights. The affairs of the Master Association will be managed by the Board. The total number of directorships of the Board shall be seven (7). The President of each Neighborhood Association shall automatically be a Director of the Board of the Master Association. In order to expand the Board to seven (7) directorships, each President of each Neighborhood Association shall appoint two (2) additional Directors. The first such additional Director must be a member of the Board of Directors of the same Neighborhood Association as the President who appoints such appointee and that directorship shall hereinafter be associated with and filled by a member of the Board of Directors from the same Neighborhood Association as his or her predecessor. The second such Director must be a Member of the Emerald Island Resort Villas Homeowners' Association, Inc. if appointed by the President of The Manors at Emerald Island Resort Homeowners' Association, Inc. and a Member of The Manors at Emerald Island Resort Homeowners' Association, Inc. if appointed by the President of Emerald Island Resort Villas Homeowners' Association, Inc. and each such directorship shall hereinafter be associated with and filled by a Member of the same Neighborhood Association as his or her predecessor. Any appointed Director, who is required to be a Member of a Neighborhood Association, may or may not be a member of the Board of Directors of such Neighborhood Association and may or may not also be a Member of the other Neighborhood Association. All appointed Directors shall be appointed or reappointed at the Annual Meeting at which his or her predecessor's term expires. If and only if a vacancy occurs during the term of an appointed Director, as opposed to the expiration of that Director's term, and that vacancy is not filled by

the President with power to appoint within fourteen (14) days of the vacancy, except for the seventh directorship described below, the Directors of the Master Board collectively shall within fourteen (14) days fill such vacancy by appointing an individual who is in the class of persons eligible to be appointed to such directorship by virtue of being a member of the Board of Directors for the Neighborhood Association associated with that directorship or a Member of the Neighborhood Association associated with that directorship as the case may be. In the event that the Board fails to fill the vacancy within fourteen (14) days or is deadlocked on the appointment, the vacancy shall be filled with an individual who is in the class of persons eligible to be appointed to such directorship by the President of the Neighborhood Association who was not originally authorized to appoint with respect to that directorship under this Amendment. After the appointment of an appointed Director by the Master Board or, in the case of failure to appoint within fourteen (14) days or a deadlock, by the President of the Neighborhood Association who was not originally authorized to appoint with respect to that directorship under this Amendment, the President of the Neighborhood Association originally authorized to appoint such Director under this Amendment shall be entitled to replace such Director with an individual who is in the class of persons eligible to be appointed to such directorship so long as such replacement appointment is made within sixty (60) days of the original vacancy which necessitated appointment by the Master Board or the other President of a Neighborhood Association. The seventh Director shall be jointly appointed by the Presidents of both Neighborhood Associations. The seventh Director shall be appointed or reappointed at the Annual Meeting at which his or her predecessor's term expires. If the Presidents of both Neighborhood Associations are unable to agree on the appointment of a seventh Director, the Directors of the Master Board collectively shall fill such vacancy. In the event that the Board fails to fill the vacancy of the seventh Director or is deadlocked on the appointment, the President of The Manors at Emerald Island Resort Homeowners' Association, Inc. and the President of Emerald Island Resort Villas Homeowners' Association, Inc. shall alternate in appointing the seventh Director with the President of Emerald Island Resort Villas Homeowners' Association, Inc. having the right to make such appointment in the first instance. If and only if a seventh directorship becomes vacant during the term of the seventh Director, as opposed to upon expiration of the seventh Director's term, and the Presidents of both Neighborhood Associations are unable to agree on the appointment of a seventh Director within thirty (30) days of the vacancy in the seventh directorship, the Directors of the Master Board collectively shall within fourteen (14) days fill such vacancy. In the event that the Board fails to fill the vacancy of the seventh Director within fourteen (14) days or is deadlocked on the appointment, the President of The Manors at Emerald Island Resort Homeowners' Association, Inc. and the President of Emerald Island Resort Villas Homeowners' Association, Inc. shall alternate in appointing the seventh Director with the President of Emerald Island Resort Villas Homeowners' Association, Inc. having the right to make such appointment in the first instance unless that President made the immediately preceding deadlock appointment of the seventh Director. Notwithstanding the foregoing, if the seventh directorship became vacant during the term of the seventh Director, as opposed to upon expiration of the term, and that seventh Director was appointed by a President of a Neighborhood Association after a deadlock, that President of the Neighborhood Association that appointed such Director shall be permitted to fill the vacancy. The term of each Director shall be the term as set forth in the Bylaws of Emerald Island Resort Master Association, Inc., as amended from time to time. Each Director shall be entitled to cast one vote. No Director shall hold more than one directorship. In the event that a single person is the President of both Neighborhood

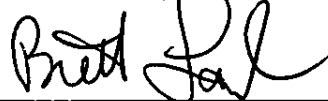
Associations, that individual shall be deemed to be the Director who is the President of Emerald Island Resort Villas Homeowners' Association, Inc. and the Vice President of The Manors at Emerald Island Resort Homeowners' Association, Inc. shall be the Director who is the President of The Manors at Emerald Island Resort Homeowners' Association, Inc. Notwithstanding the foregoing, the Board shall contain a minimum of at least seven different individuals serving as Directors at all times. All affairs of the Master Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Master Declaration. Neither the Members of the Master Association nor the Owners of Residential Units shall have any voting rights in the Master Association.

2. The date of the adoption of the amendment(s) was: November 19, 2007

3. Effective date if applicable: November 19, 2007  
(no more than 90 days after amendment file date)

4. There are no members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

EMERALD ISLAND RESORT MASTER  
ASSOCIATION, INC.



Brett Landsman, Director/Acting President

STATE OF New York

COUNTY OF Nassau

THE FOREGOING instrument was acknowledged before me on this 15<sup>th</sup> day of March, 2008 by Brett Landsman, as Director/ Acting President for the above named Association, who is personally known to me.

BY: Margaret H. Bachteler  
Notary Public

MARGARET H. BACHTELER  
Notary Public, State of New York  
No. 01-BA5063865  
Qualified in Nassau County  
Commission Expires July 29, 2010