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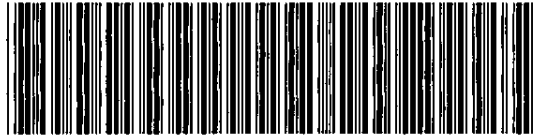
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Manors at Emerald Island Resort Homeowners' Association, Inc.

DOCUMENT NUMBER: N01000007308

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul L. Wean, Esquire

(Name of Contact Person)

Wean & Malchow, P.A.

(Firm/ Company)

646 E. Colonial Drive

(Address)

Orlando, FL 32803

(City/ State and Zip Code)

For further information concerning this matter, please call:

Paul L. Wean, Esquire

(Name of Contact Person)

at (407) 999-7780

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

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Certificate of Status

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
of
THE MANORS AT EMERALD ISLAND RESORT
HOMEOWNERS' ASSOCIATION, INC.
Document Number N01000007308

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:

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article, Number(s) and/or Article Title(s) being amended, added or deleted.

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ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Number. Until Turnover of control by the Class B Member, the affairs of this Neighborhood Association shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Neighborhood Association and who shall be appointed by the Declarant. After Turnover and for so long as Declarant owns at least five percent (5%) of the Lots platted or to be platted in the Properties, the Declarant shall be entitled to appoint one member of the Board. At such time as Declarant no longer owns any Lots within the Properties, the number of Directors may be increased or decreased by amendment to these Articles, provided there shall never be less than three (3) Directors. All affairs of the Neighborhood 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 Neighborhood Declaration. **Effective upon the filing of this amendment with the Secretary of State the number of Directors is set at seven (7), and the additional seats created hereby shall be filled by appointment. Persons so appointed shall serve until the next annual meeting of membership, at which time such seats shall be filled by election.**

The date of adoption of the amendment was: January 3, 2008

Effective date if applicable: January 3, 2008

Adoption of Amendments(s) (CHECK ONE)

- The amendment was 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. The amendment was adopted by the board of directors.

Signature

Malcolm D. Chisholm

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator-if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

MALCOLM D. CHISHOLM

(Typed or printed name of person signing)

PRESIDENT, THE MANORS AT EMERALD ISLE RESORT

(Title of person signing)

HOMEOWNERS' ASSOCIATION INC.