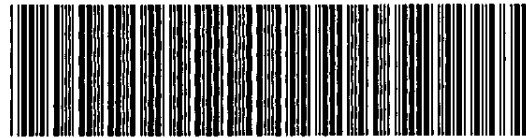


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Amend

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MANORS AT EMERALD ISLAND 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:

PETER P. HAGOOD

(Name of Contact Person)

HAGOOD & GARVEY

(Firm/ Company)

1053 MAITLAND CENTER COMMONS, SUITE 101

(Address)

MAITLAND, FLORIDA 32701

(City/ State and Zip Code)

PHAGOOD@HAGOODGARVEYLAWFIRM.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PETER P. HAGOOD

(Name of Contact Person)

at (321) 285-1900

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

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.
(Name of Corporation as currently filed with the Florida Dept. of State)

N01000007308

(Document Number of Corporation (if known))

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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated". or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE FLORIDA

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

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 th 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 affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) and no more than seven (7) Directors; however the Board shall consist of an odd number of Directors. Any seat which is vacant as of the effective date of this amendment shall be filled by appointment of current Board members by a majority vote of the Board in order to establish an odd number of Directors. Any person appointed to the Board shall serve only until the next annual meeting of the membership at which time their term shall automatically expire and their vacant seat shall be filled by an election of the membership entitled to cast a vote. In order to have an election to fill a vacant Board seat, a quorum (1/3) of the membership must be present or represented by proxy at the annual meeting. In the event that a quorum is not present or represented by proxy at the annual meeting then the Board members shall fill the vacant Board seats by appointment through majority vote of the Board.

(a) In the event that all of the director's terms expire on the same date, then pursuant applicable Florida Statutes, any director whose term has expired but wishes to remain on the board shall continue to serve as a director until a valid election is held or the next annual meeting and shall be considered a holdover board director. Each such director shall hold office until the next annual meeting or his or her successor has been elected or appointed and qualified or until his or her resignation, removal from office, or death. The holdover board members shall fill any vacant seats on the board by appointment through majority vote and if there is only one holdover director, then by the sole remaining holdover director. Each such director appointed shall hold office until the next annual meeting, or his or her successor has been elected or appointed and qualified or until his or her resignation, removal from office, or death.

(a) In the event that all of the director's terms expire on the same date, then pursuant applicable Florida Statutes, any director whose term has expired but wishes to remain on the board shall continue to serve as a director until a valid election is held or the next annual meeting and shall be considered a holdover board director. Each such director shall hold office until the next annual meeting or his or her successor has been elected or appointed and qualified or until his or her resignation, removal from office, or death. The holdover board members shall fill any vacant seats on the board by appointment through majority vote and if there is only one holdover director, then by the sole remaining holdover director. Each such director appointed shall hold office until the next annual meeting, or his or her successor has been elected or appointed and qualified or until his or her resignation, removal from office, or death.

The date of each amendment(s) adoption: NOVEMBER 16, 2011

Effective date if applicable: NOVEMBER 16, 2011
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated NOVEMBER 16, 2011

Signature Deborah White

(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)

DEBORAH WHITE

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)