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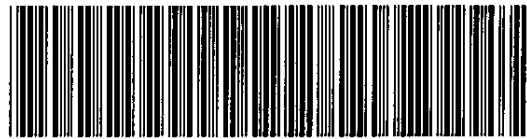
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*Amend*  
C.COULLIETTE

DEC 30 2010

EXAMINER

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Manhattan Townhomes Owner's Association, Inc.

DOCUMENT NUMBER: NO3000003258

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

Please return all correspondence concerning this matter to the following:

R. Carlton Ward, Esq.

(Name of Contact Person)

Richards, Gilkey, Fite, Slaughter  
Pratesi & Ward, P.A.

(Firm/ Company)

1253 Park Street

(Address)

Clearwater, Florida 33756

(City/ State and Zip Code)

cward@richardsgilkey.com

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

For further information concerning this matter, please call:

Debi Favero, Legal Assistant

(Name of Contact Person)

at ( 727 ) 443-3281

(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

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**AMENDMENT TO ARTICLES OF INCORPORATION OF  
MANHATTAN TOWNHOMES OWNER'S ASSOCIATION, INC.**

The undersigned as Secretary of Manhattan Townhomes Owner's Association, Inc., ("Association") hereby certifies that that the Articles of Incorporation of the Association are amended as hereinafter stated pursuant to the resolution adopted December 22, 2010 by the members of the Association pursuant to F.S. 617.1006. The number of votes cast for the amendments were sufficient for approval. The amendments to the Articles are as follows:

1. Article VI, paragraph 6.2 is hereby amended and restated in its entirety as follows:

6.2 Class B. The Class B member shall be the Developer and shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership equals or exceeds the total votes outstanding in the Class B membership, or ~~December 31, 2005~~ December 31, 2014, whichever first occurs.

2. Article VII, paragraph 7.3 is hereby amended and restated in its entirety as follows:

7.3 Members other than the Developer are entitled to elect at least a majority of the members of the Board of Directors of the Association when the earlier of the following occurs:

(a) three months after ninety percent (90%) of the parcels in all phases of the community that will ultimately be operated by the Association have been conveyed to members; or

(b) ~~December 31, 2005~~ December 31, 2014.

For purposes of this Section, the term "members other than the Developer" should not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

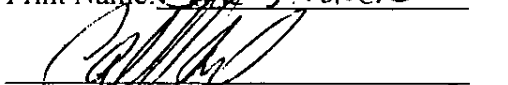
Notwithstanding the foregoing, the Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale, in ordinary course of business, at least five per cent (5%) of the parcels and all phases of the Development.

IN WITNESS WHEREOF, this instrument is duly executed this 27 day of December, 2010.


WITNESSES:



Print Name: John B. Favero

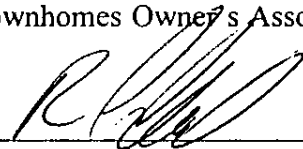
  
Print Name: CARLTON WARD

MANHATTAN TOWNHOMES OWNER'S  
ASSOCIATION, INC.

By:   
Joginder S. Dhaliwall, Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing was acknowledged before me this 27 day of December, 2010, by Joginder S. Dhaliwall as Secretary of Manhattan Townhomes Owner's Association, Inc., who is personally known to me.

  
Notary Public/My Commission Expires: