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BASIC AMENDMENT

VISTA TRACE 3 CONDOMINIUM ASSOCIATION, INC.

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DIVISION OF CORPORATION

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
VISTA TRACE 3 CONDOMINIUM ASSOCIATION, INC.
Document Number N05000001846

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

Amendment(s) adopted: Article 13 has been revised as follows:

Article 13. AMENDMENTS.

13.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 5.3, 5.4 or 5.5 or the Article entitled "Powers", without the approval in writing of all members and a majority of the joint total voting interests in the Association and unless the record owner of the unit and all record owners of mortgages upon Units, liens on the unit join in the execution of the amendment. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer and/or Institutional First Mortgagees, unless the Developer and/or the Institutional First Mortgagees, as applicable, shall join in the execution of the amendment. No amendment to this paragraph 13.3 shall be effective.

Amending and Adding Officers and Directors

John Barr is removed as President and Director. Bruce Adams, whose address is 2121 Ponce de Leon Blvd., PH, Coral Gables, FL 33134, is appointed as President and Director.
Amy Segal is removed as Vice President and Director. Karr Shannon, whose address is 2121 Ponce de Leon Blvd., PH, Coral Gables, FL 33134, is appointed as Vice President and Director.
Elizabeth White is removed as Secretary-Treasurer and Director. Kim Greenberg, whose address is 2121 Ponce de Leon Blvd., PH, Coral Gables, FL 33134, is appointed as Secretary-Treasurer and Director.

Date: The date of adoption of the amendments was December 6, 2005.

Adoption of Amendment.

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

By: Kim Greenberg
Print Name: KIM GREENBERG
Title: SECRETARY

Date: 12-6-05