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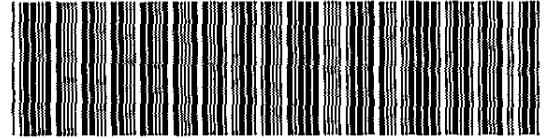
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TALLAHASSEE, FLORIDA

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**LAW OFFICES OF
O'HAIRE, QUINN, CANDLER & CASALINO
CHARTERED**

MICHAEL O'HAIRE
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BOARD CERTIFIED - WILLS, TRUSTS & ESTATES

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February 17, 2006

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: *Sandy Oaks Homeowners Association, Inc.*
*Articles of Amendment to Articles of Incorporation***

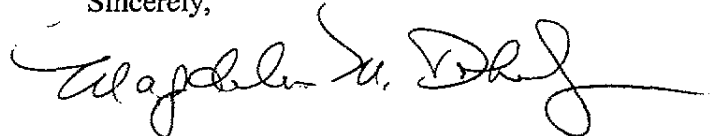
To Whom It May Concern:

Enclosed for filing with the state is an original of the Articles of Amendment to Articles of Incorporation for the above referenced association. Also enclosed is this firm's check in the amount of \$43.75, which represents \$35.00 filing fee and \$8.75 to obtain a certified copy.

Please forward the certified copy at your earliest convenience.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Magdalen M. Doherty
Assistant to Gregg M. Casalino

Enclosures

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
SANDY OAKS HOMEOWNERS ASSOCIATION, INC.
Document Number of Corporation is N05000006870

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CLERK 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.

FIRST: Amendment adopted: Article II, Purpose, of the Articles of Incorporation is amended with the addition of Subparagraphs (p) and (q), as follows:

ARTICLE II
Purpose

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance and preservation of certain common areas within that certain tract of property located in Martin County, Florida, known as SANDY OAKS; to promote the health, safety, and welfare of the residents within the above-described property and any additional property as may be brought within the jurisdiction of this Corporation; and the Corporation shall have the proper authority to maintain and administer the community properties and facilities and to administer and enforce the covenants and restrictions as well as the collecting and disbursing of the assessments and charges hereinafter created so that the Corporation shall have the power:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of Sandy Oaks Homeowners Association, Inc. as set forth in that certain Declaration of Covenants, Conditions and Restrictions for SANDY OAKS (hereinafter called the "Declaration"), applicable to the property and recorded or to be recorded in the Office of the Public Records of Martin County and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) to fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

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(c) to acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(d) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) to dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the membership;

(f) to participate in mergers and consolidations with other not for profit corporations organized for the same purposes or annex additional residential property and Common Area as provided in the Declaration;

(g) to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not for Profit Corporation Act by law may now or hereafter have or exercise;

(h) to contract with third parties to perform the functions of the Corporation;

(i) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Corporation by rule, regulation, Declaration, or contract has a right or duty to provide such services;

(j) to enforce covenants, conditions, or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or By-Laws;

(k) to engage in activities which will actively foster, promote, and advance the common interests of owners of Lots and Homes;

(l) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(m) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(n) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation, provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(o) to provide any and all supplemental municipal services as may be necessary or

proper.

(p) to operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with permit requirements and applicable rules, and shall assist in the enforcement of the Declaration of Condominium, which relates to the surface water or stormwater management system.

(g) to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article II are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article II.

SECOND: Amendment adopted: Article IV, Term, of the Articles of Incorporation is amended as follows:

ARTICLE IV

Term

The existence of the Corporation shall be perpetual unless it is terminated by law or the Declaration which describes how the Corporation shall be terminated

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the permitting authorities prior to such termination, dissolution or liquidation.

THIRD: The date of adoption of the amendments was 2/13, 2006.

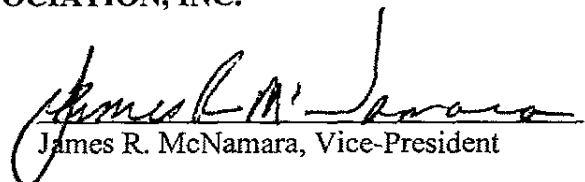
FOURTH: Adoption of Amendments: There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

(Revisions to the Articles of Incorporation are shown with the new language underlined.)

Signed this 13TH day of February, 2006.

SANDY OAKS HOMEOWNERS
ASSOCIATION, INC.

By:


James R. McNamara, Vice-President