

N050000009982

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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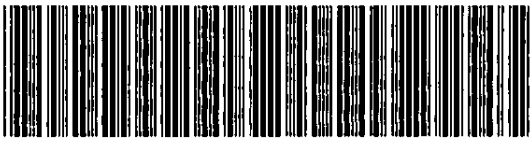
(Business Entity Name)

(Document Number)

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STATE OF TEXAS

Amend/CC  
@ 3/31/10

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Turnberry Ocean Colony Master Association, Inc

DOCUMENT NUMBER: N05000009982

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

Please return all correspondence concerning this matter to the following:

Marnie Dale Ragan, Esquire  
(Name of Contact Person)

Hyman, Spector & Mars, LLP  
(Firm/ Company)

150 West Flagler Street, Suite 2701  
(Address)

Miami, FL 33130  
(City/ State and Zip Code)

marnie@hsmattys.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marnie Dale Ragan at ( 305 ) 371-4244  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

Turnberry Ocean Colony Master Association, Inc.

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

N05000009982

(Document Number of Corporation (if known))

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 MAR 30 AM 11:12

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:**

N/A

*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)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

**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:

N/A

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.*

N/A

Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

Please see Paragraph 2 (Highlighted for ease of reference)

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CFN 2010R0162016  
 DV Bk 27209 Pgs 3649 - 3655 (7pgs)  
 RECORDED 03/10/2010 13:30:45  
 HARVEY RUVIN, CLERK OF COURT  
 MIAMI-DADE COUNTY - FLORIDA

**CERTIFICATE OF AMENDMENT TO THE DECLARATION OF COVENANTS,  
 RESTRICTIONS AND EASEMENTS FOR TURNBERRY OCEAN COLONY,  
 ARTICLES OF INCORPORATION OF TURNBERRY OCEAN COLONY MASTER  
 ASSOCIATION, INC. AND BY-LAWS OF TURNBERRY OCEAN COLONY MASTER  
 ASSOCIATION, INC.**

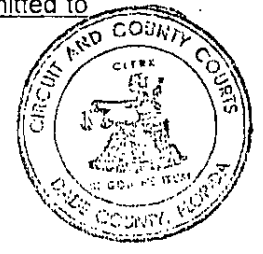
The undersigned, being respectfully the President of Turnberry Ocean Colony Master Association, Inc. located in Miami Dade County, Florida, the Declaration having been recorded in Official Records Book 24536, Page 1687 of the Public Records of Miami Dade County, Florida, do hereby certify that at a duly noticed meeting of the members of the Turnberry Ocean Colony Master Association, Inc. held on March 8, 2010, no less than Sixty-six and Two-Thirds percent (66 2/3%) of the Voting Members approved the following amendment to the Declaration of Covenants, Restrictions and Easements for Turnberry Ocean Colony, in accordance with Section 17.7 of the Declaration; no less than a majority of a quorum of the Voting Members approved the amendment to Articles of Incorporation of Turnberry Ocean Colony Master Association, Inc., in accordance with Article 13 of the Articles of Incorporation; and no less than Sixty-six and Two-Thirds percent (66 2/3%) of the Voting Members approved the following amendment to the By-Laws Of Turnberry Ocean Colony Master Association, Inc., in accordance with Section 7 of the By-Laws, such approvals obtained in person or by proxy at a duly called meeting in accordance with the governing documents of the Association.

(New language is indicated by underscored type, old language is indicated by ~~lined~~ type).

1. The Declaration of Covenants, Restrictions and Easements for Turnberry Ocean Colony shall be amended to alter the election process as follows:

ARTICLE 3  
 MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

3.2 Voting Rights. The Association shall have such classes of Voting Members, who shall cast such votes, as are provided in the Articles of Incorporation of the Association. In addition, the Members shall be permitted to vote as provided in the By-Laws.



3.3 General Matters. When reference is made herein, or in the Articles, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority of specific percentage of the votes of Members represented at a duly constituted meeting of their Voting Members voting for them (i.e. one for which proper notice has been given and at which a quorum exists) and not of the Members themselves or of their Lots, unless such provision specifically refers to a vote of the Members themselves.

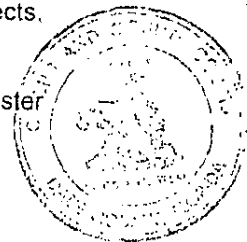
2. The Articles of Incorporation of Turnberry Ocean Colony Master Association, Inc., shall be amended to alter the election process as follows:

6.3 Voting. The Association shall have two (2) classes of voting membership:

Class A Members shall be all those Owners, as defined in Section 6.1, with the exception of the "Declarant" (as long as the Class B membership shall exist, and thereafter, the Declarant shall be a Class A Member to the extent it would otherwise qualify) and each Owner shall be entitled to cast the number of votes (including fractional votes) equal to the percentage obligation from time to time of such owner for expenses of the Master Association. Notwithstanding the foregoing, Class A Members who are also members of a Neighborhood Association shall only vote through a Voting Member and said Class A Members shall be entitled to elect from among themselves, respectively, one Voting Member for each such respective Neighborhood Association, each such voting Member to have and cast the number of votes equal to the aggregate of the votes entitled to be cast by the Owners represented by the Neighborhood Association. The first election of such Voting Member for a particular Neighborhood Association shall be conducted at or immediately following the meeting at which control of such Neighborhood Association is turned over to its members other than the developer/declarant (i.e. at which the non-developer/declarant members elect a majority of the board of directors) and prior to such time, the Voting Member for the members within the Neighborhood Association shall be the developer of the community governed by the Neighborhood Association. At such time, and at all times thereafter, the Neighborhood Association shall elect its Voting Member in the same manner as it elects its board of directors, subject to the same rules as those applicable to its directors as to the term of office, removal, replacement and other matters. In the event that the members of a Neighborhood Association do not elect a Voting Member, the President of such Association shall perform the duties of the Voting Member.

Class B Member. The Class B Voting Member shall be the Declarant, or a representative thereof, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast, in the aggregate, by the Class A Members and/or Voting Members. Such Class B Voting Member may be removed and replaced by the Declarant in its sole discretion. The Class B membership shall cease and terminate at such time as the Declarant elects, but in no event later than the time period set forth in Section 6.5 below.

All votes shall be exercised or cast in the manner provided by the Master



Covenants and By-Laws. The By-Laws may provide for votes to be cast by the Members themselves, and not the Voting Members, including, but not limited to, the election of the Board of Directors. The amendments to this section, as they relate to the election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.

**10.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than ~~five (5) three (3)~~ directors. ~~Directors need not be members of the Association.~~ The number of Directors may be increased or decreased, but no less than ~~to five (5) members~~, from time to time by a majority vote of the full Board of Directors, not a majority of a quorum of the Board of Directors. Any expansion or reduction in the number of Directors shall be undertaken to maintain the same composition and manner of election of Board members as set forth in the By-laws. At all times the number of Directors must be an odd number. All Board members shall be members of the Association. The amendments to this section, as they relate to the election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.

3. The By-Laws Of Turnberry Ocean Colony Master Association, Inc. shall be amended to alter the election process as follows:

#### Article 4 - BOARD OF DIRECTORS

4.1 The Directors of the Association shall be elected at the annual meeting of the Members except as otherwise specified in the Articles of Incorporation. The election shall be decided by majority plurality vote of all voting interests. ~~Voting Members present in person or who cast ballots at the annual meeting. Proxies shall not be used for voting for Directors.~~ All Directors must be members of the Association. Board members shall not be permitted to serve more than two consecutive years. An individual will be able to serve again after a one year period not serving on the Board of Directors.

The five Board members, or other odd number in the event that the Board of Directors is expanded, will be elected by the members of the Master Association, including the individual Unit Owners and the Commercial Lot Owner, not the Voting Members representing the Neighborhood Associations. The Unit Owners and the Commercial Lot Owner will vote for five (5) candidates and the highest two (2) vote recipients from the North Tower Neighborhood Association, and the highest two (2) vote recipients from the South Tower Neighborhood Association, will be seated, as well as the next highest recipient of votes (the at-large position), regardless of the Tower. In the event that the Board of Directors is increased beyond five members, an equal number of additional candidates from the North and South Tower Neighborhood Associations will be elected to the Master Board of Directors, such that the Board is always composed of equal numbers of Directors from each of the Neighborhood Associations with one Director at-large.



Sixty (60) days prior to the election, a notice will be mailed to all owners, including an "Intent to be a Candidate" form. The Intent Form must be received in the Association's Management office no later than forty (40) days prior to the scheduled election. A ballot will be mailed to all owners no later than 14 days prior to the election, with instructions to complete and return the ballot to the Association's Management office or deliver the ballot to the Election Meeting. The use of proxies will not be permitted in the election of Directors.

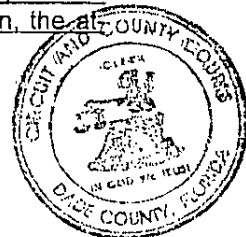
In order to hold the election, a quorum shall not be required, but at least 20% of the unit owners from each of the Neighborhood Associations must participate, or at least 26 votes from each Neighborhood Association. As a result, there must be at least 52 votes in order for the election of the Master Board of Directors to be held.

In the event that the 20% participation requirement is not achieved, the Master Board of Directors will serve another one year term. If such additional one year term conflicts with the two year term limit, the prohibition on consecutive terms will be waived for that election term.

An individual may not hold two Presidential positions, i.e., the Neighborhood Association President will be prohibited from serving as the Master Association President. In the event that an individual were to be appointed to both positions, such individual would be required to immediately resign one of the two positions.

If there are an insufficient number of interested candidates to fill all Board of Directors positions prior to the Election, the below procedures will be followed:

- a. If there are no candidates, the existing Master Board of Directors will serve an additional one year term. If the added one year term conflicts with the limitation on the two year term limit, the prohibition on consecutive terms will be waived;
- b. Only one (1) candidate from one of the Neighborhood Associations; Such individual will then appoint the four remaining positions with an equal number of individuals from the two Neighborhood Associations, and the final at-large position may come from either of the Neighborhood Associations or the Commercial Lot;
- c. Only one candidate from each of the Neighborhood Associations; Such candidates will fill one (1) of that Neighborhood Association Tower's positions, and those two Master Board members will fill the other Neighborhood Association Tower positions equally in accordance with the above provisions, as well as the at-large position with any member, including the Commercial Lot Owner;
- d. Only two candidates, from the same Neighborhood Association Tower; Such candidates will fill that Neighborhood Association Tower's positions, and they shall then appoint the remaining positions with members of the other Neighborhood Tower Association, the at-



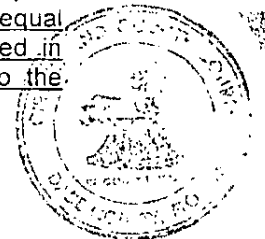


large position may be appointed from either Neighborhood Association Tower or the Commercial Lot;

- e. Only three candidates, all from the same Neighborhood Association Tower: Those individuals will fill both the positions representing that Neighborhood Association and the at-large position, those three members will then appoint two members from the other Neighborhood Association Tower to fill the other Neighborhood Association Tower positions;
- f. If there are four or more candidates, all from the same Neighborhood Association Tower: an election will be held to elect three individuals, those three filling both the positions representing that Neighborhood Association and the at-large position, those three members will then appoint two members from the other Neighborhood Association Tower to fill the other Neighborhood Association Tower positions;
- g. If there are four candidates, two from either Neighborhood Association Tower: Such candidates will fill the respective Neighborhood Association Towers' positions and then those four Master Board members will fill the at-large position with any member, including the Commercial Lot Owner.

The amendments to this section, as they relate to the election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.

4.2 Except as to vacancies resulting from removal of Directors by Members (as addressed below), vacancies in the Board of Directors occurring between annual meetings of Members shall be filled by a majority vote of the remaining Directors at any Board meeting, in equal apportionment amongst the Neighborhood Association Towers as outlined in Section 4.1 above, (even if the remaining Directors constitute less than quorum), provided that all vacancies in directorships to which Directors were appointed by the Declarant shall be filled by the Declarant without the necessity of any meeting. Any director (other than a director designated by the Declarant) may be removed from office at any time with or without cause by a majority of the voting interests, meaning the Unit Owners, and not the Voting Members. Board Directors may be recalled by an agreement in writing or by written ballot. The agreement in writing or the written ballots, or a copy thereof, shall be served on the Association by certified mail or by personal service in the manner authorized by Chapter 48, Florida Statutes and the Florida Rules of Civil Procedure. The agreement in writing or ballot shall list at least as many possible replacement directors subject to recall, when at least a majority of the Board is sought to be recalled, the person executing the recall instrument may vote for as many replacement candidates as there are directors subject to the recall. If a vacancy occurs in the Board as a result of a recall and less than a majority of the Directors are removed, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors, in equal apportionment amongst the Neighborhood Association Towers as outlined in Section 4.1 above. The amendments to this section, as they relate to the

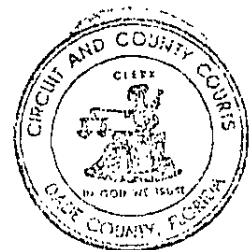


election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.

5.2 The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. The President shall be a full time resident of the Association. In the event that the Board of Directors is not made up of any full time residents, this requirement shall be waived. The President shall have the general powers and duties of supervision and management of the Association which usually pertain to such office, and shall perform all such duties as are properly required of the President by the Board of Directors. The Board of Directors shall elect at least once (1) Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of the Vice President by the Board of Directors. In the absence or disability of the President, any Vice President shall perform the duties and exercise the powers of the President. If more than one (1) Vice President is appointed, the Board shall designate which Vice President is to perform which duties. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these By-Laws. The Secretary shall keep the minutes of the meetings of the membership and of the Board of Directors. The Treasurer shall have the care and custody of all the monies and securities of the Association. The Treasurer shall enter on the books of the Association, to be kept by the Treasurer for that purpose, full and accurate accounts of all monies received by the Treasurer and paid by the Treasurer on account of the Association. The Treasurer shall sign such instruments as require the Treasurer's signature and shall perform all such duties as usually pertain to such office or as are properly required of the Treasurer by the Board of Directors.

#### Article 6 -MEETING OF MEMBERS

6.5 Voting Members have the right to vote in person or by proxy. To be valid, a proxy must be in writing and be signed by the Voting Member and the proxy must state the date, time and place of the meeting for which it was given. A proxy is effective only for the meeting for which it was given, as the meeting may be legally adjourned and reconvened from time to time, and automatically expires ninety (90) days following the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form so provides, the proxyholder may appoint in writing, a substitute to act in the proxyholder's place. Proxies may not be used in the election of Directors. The amendment to this section, as it relates to the election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.



IN WITNESS WHEREOF, Turnberry Ocean Colony Master Association, Inc., A Florida corporation not-for-profit, has caused these presents to be executed in its name by its President and its corporate seal affixed hereto, this 8 day of March, 2010.

[CORPORATE SEAL]

WITNESS:

[Signature]  
Witness Signature

MARIE S RODACK  
Witness Name Printed

[Signature]  
Witness Signature

RICHARD M. SIDDIQI  
Witness Name Printed

Turnberry Ocean Colony  
Master Association, Inc.

BY: \_\_\_\_\_  
President

ATTESTED: [Signature]  
Secretary

STATE OF FLORIDA )  
COUNTY OF Miami-Dade )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida, County of Miami Dade, to take acknowledgments, personally appeared Lawrence Levy, President of the corporation named in the foregoing Amendment, and that they severally acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in them by said Corporation and that the seal affixed is the true and corporate seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid on this 8 day of March, 2010.

[Signature]  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Exp.:

This instrument Prepared By:  
GARY M. MARS, ESQUIRE  
MARNIE DALE RAGAN, ESQUIRE  
Hyman, Spector & Mars, LLP  
27th Floor, Museum Tower  
150 West Flagler Street



STATE OF FLORIDA, COUNTY OF DADE  
I HEREBY CERTIFY that this is a true copy of the  
original filed in this office on 10 day of  
March, A.D. 2010  
WIT: [Signature]  
HARVEY E. JIN, CLERK of Circuit and County Courts  
By [Signature] B.G.



COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Turnberry Ocean Colony Master Association, Inc

DOCUMENT NUMBER: N05000009982

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

Please return all correspondence concerning this matter to the following:

Marnie Dale Ragan, Esquire  
(Name of Contact Person)

Hyman, Spector & Mars, LLP  
(Firm/ Company)

150 West Flagler Street, Suite 2701  
(Address)

Miami, FL 33130  
(City/ State and Zip Code)

marnie@hsmattys.com

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

For further information concerning this matter, please call:

Marnie Dale Ragan

(Name of Contact Person)

at ( 305 ) 371-4244

(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

Turnberry Ocean Colony Master Association, Inc.

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

N05000009982

(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:**

N/A

*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)*

N/A

**C. Enter new mailing address, if applicable:**

*(Mailing address MAY BE A POST OFFICE BOX)*

N/A

**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:*

N/A

*New Registered Office Address:*

(Florida street address)

(City)

Florida

(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.*

N/A

*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

\_\_\_\_\_  
Please see Paragraph 2 (Highlighted for ease of  
reference)  
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The date of each amendment(s) adoption: March 10, 2010  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(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 March 25, 2010

Signature 

(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)

Lawrence Levy  
(Typed or printed name of person signing)

President  
(Title of person signing)



CFN 201000162016  
GR Bk 27200 Pgs 3649 - 36551 (7pgs)  
RECORDED 03/10/2010 15:30:45  
HARVEY RUVIN, CLERK OF COURT  
MIAMI-DADE COUNTY, FLORIDA

**CERTIFICATE OF AMENDMENT TO THE DECLARATION OF COVENANTS,  
RESTRICTIONS AND EASEMENTS FOR TURNBERRY OCEAN COLONY,  
ARTICLES OF INCORPORATION OF TURNBERRY OCEAN COLONY MASTER  
ASSOCIATION, INC. AND BY-LAWS OF TURNBERRY OCEAN COLONY MASTER  
ASSOCIATION, INC.**

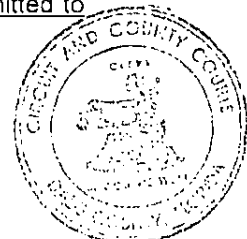
The undersigned, being respectfully the President of Turnberry Ocean Colony Master Association, Inc. located in Miami Dade County, Florida, the Declaration having been recorded in Official Records Book 24536, Page 1687 of the Public Records of Miami Dade County, Florida, do hereby certify that at a duly noticed meeting of the members of the Turnberry Ocean Colony Master Association, Inc. held on March 8, 2010, no less than Sixty-six and Two-Thirds percent (66 2/3%) of the Voting Members approved the following amendment to the Declaration of Covenants, Restrictions and Easements for Turnberry Ocean Colony, in accordance with Section 17.7 of the Declaration; no less than a majority of a quorum of the Voting Members approved the amendment to Articles of Incorporation of Turnberry Ocean Colony Master Association, Inc., in accordance with Article 13 of the Articles of Incorporation; and no less than Sixty-six and Two-Thirds percent (66 2/3%) of the Voting Members approved the following amendment to the By-Laws Of Turnberry Ocean Colony Master Association, Inc., in accordance with Section 7 of the By-Laws, such approvals obtained in person or by proxy at a duly called meeting in accordance with the governing documents of the Association.

(New language is indicated by underscored type, old language is indicated by ~~lined~~ type).

1. The Declaration of Covenants, Restrictions and Easements for Turnberry Ocean Colony shall be amended to alter the election process as follows:

ARTICLE 3  
MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

3.2 Voting Rights. The Association shall have such classes of Voting Members, who shall cast such votes, as are provided in the Articles of Incorporation of the Association. In addition, the Members shall be permitted to vote as provided in the By-Laws.





3.3 General Matters. When reference is made herein, or in the Articles, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority of specific percentage of the votes of Members represented at a duly constituted meeting of their Voting Members voting for them (i.e. one for which proper notice has been given and at which a quorum exists) and not of the Members themselves or of their Lots, unless such provision specifically refers to a vote of the Members themselves.

2. The Articles of Incorporation of Turnberry Ocean Colony Master Association, Inc., shall be amended to alter the election process as follows:

6.3 Voting. The Association shall have two (2) classes of voting membership:

Class A Members shall be all those Owners, as defined in Section 6.1, with the exception of the "Declarant" (as long as the Class B membership shall exist, and thereafter, the Declarant shall be a Class A Member to the extent it would otherwise qualify) and each Owner shall be entitled to cast the number of votes (including fractional votes) equal to the percentage obligation from time to time of such owner for expenses of the Master Association. Notwithstanding the foregoing, Class A Members who are also members of a Neighborhood Association shall only vote through a Voting Member and said Class A Members shall be entitled to elect from among themselves, respectively, one Voting Member for each such respective Neighborhood Association, each such voting Member to have and cast the number of votes equal to the aggregate of the votes entitled to be cast by the Owners represented by the Neighborhood Association. The first election of such Voting Member for a particular Neighborhood Association shall be conducted at or immediately following the meeting at which control of such Neighborhood Association is turned over to its members other than the developer/declarant (i.e. at which the non-developer/declarant members elect a majority of the board of directors) and prior to such time, the Voting Member for the members within the Neighborhood Association shall be the developer of the community governed by the Neighborhood Association. At such time, and at all times thereafter, the Neighborhood Association shall elect its Voting Member in the same manner as it elects its board of directors, subject to the same rules as those applicable to its directors as to the term of office, removal, replacement and other matters. In the event that the members of a Neighborhood Association do not elect a Voting Member, the President of such Association shall perform the duties of the Voting Member.

Class B Member. The Class B Voting Member shall be the Declarant, or a representative thereof, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast, in the aggregate, by the Class A Members and/or Voting Members. Such Class B Voting Member may be removed and replaced by the Declarant in its sole discretion. The Class B membership shall cease and terminate at such time as the Declarant elects, but in no event later than the time period set forth in Section 6.5 below.

All votes shall be exercised or cast in the manner provided by the Master

Covenants and By-Laws. The By-Laws may provide for votes to be cast by the Members themselves, and not the Voting Members, including, but not limited to, the election of the Board of Directors. The amendments to this section, as they relate to the election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.

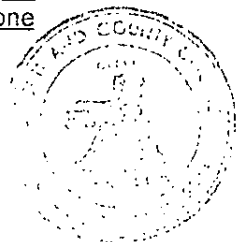
10.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than ~~five (5) three (3)~~ directors. ~~Directors need not be members of the Association. The number of Directors may be increased or decreased, but no less than to five (5) members, from time to time by a majority vote of the full Board of Directors, not a majority of a quorum of the Board of Directors. Any expansion or reduction in the number of Directors shall be undertaken to maintain the same composition and manner of election of Board members as set forth in the By-laws. At all times the number of Directors must be an odd number. All Board members shall be members of the Association. The amendments to this section, as they relate to the election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.~~

3. The By-Laws Of Turnberry Ocean Colony Master Association, Inc. shall be amended to alter the election process as follows:

#### Article 4 - BOARD OF DIRECTORS

4.1 The Directors of the Association shall be elected at the annual meeting of the Members except as otherwise specified in the Articles of Incorporation. The election shall be decided by majority ~~plurality~~ vote of all ~~voting interests~~ ~~Voting Members~~ present in person or who cast ballots at the annual meeting. Proxies shall not be used for voting for Directors. ~~All Directors must be members of the Association. Board members shall not be permitted to serve more than two consecutive years. An individual will be able to serve again after a one year period not serving on the Board of Directors.~~

The five Board members, or other odd number in the event that the Board of Directors is expanded, will be elected by the members of the Master Association, including the individual Unit Owners and the Commercial Lot Owner, not the Voting Members representing the Neighborhood Associations. The Unit Owners and the Commercial Lot Owner will vote for five (5) candidates and the highest two (2) vote recipients from the North Tower Neighborhood Association, and the highest two (2) vote recipients from the South Tower Neighborhood Association, will be seated, as well as the next highest recipient of votes (the at-large position), regardless of the Tower. In the event that the Board of Directors is increased beyond five members, an equal number of additional candidates from the North and South Tower Neighborhood Associations will be elected to the Master Board of Directors, such that the Board is always composed of equal numbers of Directors from each of the Neighborhood Associations with one Director at-large.



Sixty (60) days prior to the election, a notice will be mailed to all owners, including an "Intent to be a Candidate" form. The Intent Form must be received in the Association's Management office no later than forty (40) days prior to the scheduled election. A ballot will be mailed to all owners no later than 14 days prior to the election, with instructions to complete and return the ballot to the Association's Management office or deliver the ballot to the Election Meeting. The use of proxies will not be permitted in the election of Directors.

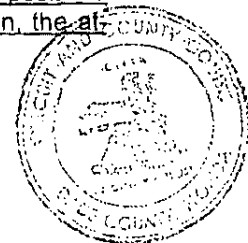
In order to hold the election, a quorum shall not be required, but at least 20% of the unit owners from each of the Neighborhood Associations must participate, or at least 26 votes from each Neighborhood Association. As a result, there must be at least 52 votes in order for the election of the Master Board of Directors to be held.

In the event that the 20% participation requirement is not achieved, the Master Board of Directors will serve another one year term. If such additional one year term conflicts with the two year term limit, the prohibition on consecutive terms will be waived for that election term.

An individual may not hold two Presidential positions, i.e., the Neighborhood Association President will be prohibited from serving as the Master Association President. In the event that an individual were to be appointed to both positions, such individual would be required to immediately resign one of the two positions.

If there are an insufficient number of interested candidates to fill all Board of Directors positions prior to the Election, the below procedures will be followed:

- a. If there are no candidates, the existing Master Board of Directors will serve an additional one year term. If the added one year term conflicts with the limitation on the two year term limit, the prohibition on consecutive terms will be waived;
- b. Only one (1) candidate from one of the Neighborhood Associations: Such individual will then appoint the four remaining positions with an equal number of individuals from the two Neighborhood Associations, and the final at-large position may come from either of the Neighborhood Associations or the Commercial Lot;
- c. Only one candidate from each of the Neighborhood Associations: Such candidates will fill one (1) of that Neighborhood Association Tower's positions, and those two Master Board members will fill the other Neighborhood Association Tower positions equally in accordance with the above provisions, as well as the at-large position with any member, including the Commercial Lot Owner;
- d. Only two candidates, from the same Neighborhood Association Tower: Such candidates will fill that Neighborhood Association Tower's positions, and they shall then appoint the remaining positions with members of the other Neighborhood Tower Association, the at-



large position may be appointed from either Neighborhood Association Tower or the Commercial Lot;

- e. Only three candidates, all from the same Neighborhood Association Tower: Those individuals will fill both the positions representing that Neighborhood Association and the at-large position, those three members will then appoint two members from the other Neighborhood Association Tower to fill the other Neighborhood Association Tower positions;
- f. If there are four or more candidates, all from the same Neighborhood Association Tower: an election will be held to elect three individuals, those three filling both the positions representing that Neighborhood Association and the at-large position, those three members will then appoint two members from the other Neighborhood Association Tower to fill the other Neighborhood Association Tower positions;
- g. If there are four candidates, two from either Neighborhood Association Tower: Such candidates will fill the respective Neighborhood Association Towers' positions and then those four Master Board members will fill the at-large position with any member, including the Commercial Lot Owner.

The amendments to this section, as they relate to the election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.

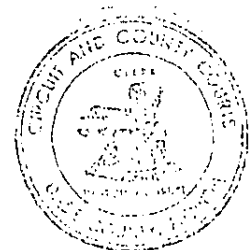
4.2 Except as to vacancies resulting from removal of Directors by Members (as addressed below), vacancies in the Board of Directors occurring between annual meetings of Members shall be filled by a majority vote of the remaining Directors at any Board meeting, in equal apportionment amongst the Neighborhood Association Towers as outlined in Section 4.1 above, (even if the remaining Directors constitute less than quorum), provided that all vacancies in directorships to which Directors were appointed by the Declarant shall be filled by the Declarant without the necessity of any meeting. Any director (other than a director designated by the Declarant) may be removed from office at any time with or without cause by a majority of the voting interests, meaning the Unit Owners, and not the Voting Members. Board Directors may be recalled by an agreement in writing or by written ballot. The agreement in writing or the written ballots, or a copy thereof, shall be served on the Association by certified mail or by personal service in the manner authorized by Chapter 48, Florida Statutes and the Florida Rules of Civil Procedure. The agreement in writing or ballot shall list at least as many possible replacement directors subject to recall, when at least a majority of the Board is sought to be recalled, the person executing the recall instrument may vote for as many replacement candidates as there are directors subject to the recall. If a vacancy occurs in the Board as a result of a recall and less than a majority of the Directors are removed, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors, in equal apportionment amongst the Neighborhood Association Towers as outlined in Section 4.1 above. The amendments to this section, as they relate to the

election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.

5.2 The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. The President shall be a full time resident of the Association. In the event that the Board of Directors is not made up of any full time residents, this requirement shall be waived. The President shall have the general powers and duties of supervision and management of the Association which usually pertain to such office, and shall perform all such duties as are properly required of the President by the Board of Directors. The Board of Directors shall elect at least once (1) Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of the Vice President by the Board of Directors. In the absence or disability of the President, any Vice President shall perform the duties and exercise the powers of the President. If more than one (1) Vice President is appointed, the Board shall designate which Vice President is to perform which duties. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these By-Laws. The Secretary shall keep the minutes of the meetings of the membership and of the Board of Directors. The Treasurer shall have the care and custody of all the monies and securities of the Association. The Treasurer shall enter on the books of the Association, to be kept by the Treasurer for that purpose, full and accurate accounts of all monies received by the Treasurer and paid by the Treasurer on account of the Association. The Treasurer shall sign such instruments as require the Treasurer's signature and shall perform all such duties as usually pertain to such office or as are properly required of the Treasurer by the Board of Directors.

#### Article 6 -MEETING OF MEMBERS

6.5 Voting Members have the right to vote in person or by proxy. To be valid, a proxy must be in writing and be signed by the Voting Member and the proxy must state the date, time and place of the meeting for which it was given. A proxy is effective only for the meeting for which it was given, as the meeting may be legally adjourned and reconvened from time to time, and automatically expires ninety (90) days following the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form so provides, the proxyholder may appoint in writing, a substitute to act in the proxyholder's place. Proxies may not be used in the election of Directors. The amendment to this section, as it relates to the election process, shall not be amended absent the approval of sixty-six and two-thirds percent of the voting interests of the unit owners themselves, and not the Voting Members.



IN WITNESS WHEREOF, Turnberry Ocean Colony Master Association, Inc., A Florida corporation not-for-profit, has caused these presents to be executed in its name by its President and its corporate seal affixed hereto, this 8<sup>th</sup> day of March, 2010.

[CORPORATE SEAL]

WITNESS:

[Signature]  
Witness Signature

MARIE S RODACK  
Witness Name Printed

[Signature]  
Witness Signature

RICHARD M. SIDDIQI  
Witness Name Printed

Turnberry Ocean Colony  
Master Association, Inc.

BY: [Signature]  
President

ATTESTED: [Signature]  
Secretary

STATE OF FLORIDA )  
COUNTY OF Miami-Dade )

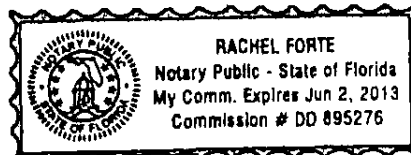
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida, County of Miami Dade, to take acknowledgments, personally appeared Lawrence Levy, President of the corporation named in the foregoing Amendment, and that they severally acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in them by said Corporation and that the seal affixed is the true and corporate seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid on this 8 day of March, 2010.

[Signature]  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Exp.:

This instrument Prepared By:  
GARY M. MARS, ESQUIRE  
MARNIE DALE RAGAN, ESQUIRE  
Hyman, Spector & Mars, LLP  
27th Floor, Museum Tower  
150 West Flagler Street



STATE OF FLORIDA, COUNTY OF DADE  
I HEREBY CERTIFY that this is a true and correct copy of the  
original filed in this office on March 10, A.D. 2010  
WIT: My hand and Official Seal  
HARVEY F. BARNETT, Clerk of Circuit and County Courts  
By [Signature] D.E.



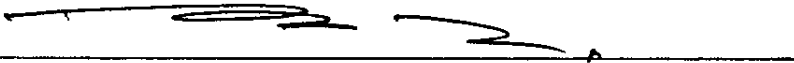
The date of each amendment(s) adoption: March 10, 2010  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(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 March 25, 2010

Signature 

(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)

Lawrence Levy  
(Typed or printed name of person signing)

President  
(Title of person signing)