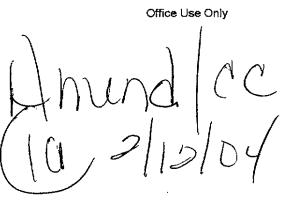
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LARRY E. SCHNER, P.A. ATTORNEY AT LAW

Telephone: (561) 368-6266 Telefax: (561) 368-0211 750 South Dixie Highway Boca Raton, FL 33432 of Counsel to Lavalle, Brown, Ronan & Soff, P.A.

January 21, 2004

Secretary of State State of Florida Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Windsor Parke at the Polo Club Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed is the Articles of Amendment to Articles of Incorporation for the Windsor Parke at the Polo Club Homeowners Association, Inc. for filing with the Secretary of State. Enclosed is a check in the amount of \$43.75 representing the filing fee for the Amendment as well as a certified copy of the Articles of Amendment to be sent to this office. A self-addressed envelope is enclosed for your convenience. If you have any questions please contact me to discuss.

Very truly yours

Lary E. Schner, Esq.

LES/es Enclosures This instrument prepared by and return to: LARRY E. SCHNER, ESQ. 750 So. Dixie Highway Boca Raton, FL 33432



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF WINDSOR PARKE AT THE POLO CLUB HOMEOWNERS ASSOCIATION, INC. (A CORPORATION NOT FOR PROFIT)

I. This Amendment hereby amends Article VI of the Articles of Incorporation for WINDSOR PARKE, as follows: (additions indicated by underline, deletions indicated by strikethrough)

"The affairs of this Association shall be managed by a Board of three (3) five (5) Directors who shall be members of the Association, excepting that until Class B membership has ceased and has been converted to Class A membership, the members of the Board of Directors need not be members of the Association. The names and addressed of the persons who are to act in the capacity of Directors until the selection of their successors are:

Name.	Address
Jorge Brod	2801 N.E. 208 Terrace North Miami Beach, FL 33180
Shike Bacal	2801 N.E. 208 Terrace North Miami Beach, FL 33180
Linwood Pearce	2801 N.E. 208 Terrace North Miami Beach, FL 33180

"The initial Board of Directors herein designated shall serve until Class B membership has ceased and has been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect three (3) Directors for one (1) year, and at each annual meeting thereafter the Members shall elect three (3) Directors for a term of one (1) year, provided, however, that so long as the Declarant is the Owner of one (1) or more Parcels

within the Property and continues to hold said Parcel or Parcels for sale in the ordinary course of business, then the Declarant shall be entitled to designate one (1) Member to serve on the Board of Directors, notwithstanding the fact that Class B stock has ceased to exist and been converted to Class A stock. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining Directors, provided however, that should said vacancy occur in the board member designated by the Declarant, then said vacancy shall be filled by the Declarant, provided the Declarant continues to hold at least one Parcel for sale in the ordinary course of business. Directors may additionally be removed and replaced in the manner provided in the By-Laws.

The affairs of the Association shall be managed by a Board of Directors consisting of five (5) directors, who must be members of the Association. The number of directors may be changed by resolution adopted by the Board of Directors; provided, however, that the number of directors shall not be decreased to less than three (3). The directors elected by the members shall have staggered terms, commencing with the annual meeting and election of directors in 2002.

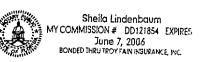
To accomplish the staggered terms, the following election procedure shall apply to the election of the five (5) directors by members at the 2002 annual meeting of members and election of Directors. The three (3) directors receiving the highest number of votes shall be elected for a two (2) year term. The two (2) remaining directors elected, shall be elected for a one (1) year term. All directors elected after the 2002 annual meeting and election of directors shall be elected for two (2) year terms.

Any vacancy on the Board shall be filled for the unexpired term of the vacated office by the remaining Directors.

The election procedures shall be in the manner determined by the By-I aws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-I aws."

II. Except as amended and modified herein, all other terms and conditions of the Articles of Incorporation for WINDSOR PARKE shall remain in full force and effect according to their terms.

of Incorporation for WINDSOR PA	ne Declarant has caused this Amendment to the Articles RKE AT THE POLO CLUB ASSOCIATION, INC., to be officer, this
WITNESSES:	WINDSOR PARKE AT THE POLO CLUB HOMEOWNERS ASSOCIATION, INC.
Boy Bull WITNESS	BY: Frank Benson
(Print name)	(Print Name) President
WITNESS SHELLA LINDENBAUM (Print name)	
STATE OF FLORIDA COUNTY OF PALM BEACH	
PARKE AT THE POLO CLUB HON	nent was acknowledge before me this 10 day of FEANK BENSON, President of WINDSOR MEOWNERS ASSOCIATION, INC., who was personally (Florida Driver's License) as identification.
WITNESS my hand and off day of <u>locember</u> , 200	icial seal at the County and State aforesaid this 10



Notary Public

My commission expires: