

N 21009

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PLEASE REPLY TO:

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March 28, 2001

EARL D. FARR, 1900-1988

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Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****87.50 *****87.50

Re: Amendment to the Articles of Incorporation of Boca Bay
Master Association, Inc.

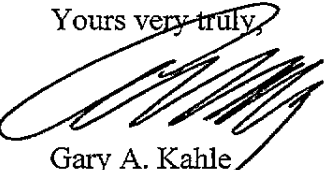
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Dear Sir:

Enclosed please find an original and one copy of the Third Amendment to the Articles of Incorporation of Boca Bay Master Associations, Inc., along with our check in the amount of \$87.50 for filing fee and a certified copy. After filing, will you please return the certified copy to the undersigned.

Thank you for your assistance in this matter.

Yours very truly,


Gary A. Kahle
For The Firm

GAK:sjm
Enclosure
cc: Peter McKinny
68380

FILED
01 MAR 30 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

amend
all 4-5

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THIS INSTRUMENT PREPARED BY:

GARY A. KAHLE, ESQ.
FARR, FARR, EMERICH, SIFRIT,
HACKETT AND CARR, P.A.
2315 Aaron Street
Port Charlotte, FL 33952

FILED
01 MAR 30 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF BOCA BAY MASTER ASSOCIATION, INC.

Pursuant to the provisions of Florida Statute §617.1006, the undersigned not-for-profit Florida corporation adopts the following Third Articles of Amendment to its Articles of Incorporation, which were filed with the Department of State on June 5, 1987, as previously amended on February 18, 1999.

FIRST: Article V, Section 1 is stricken and the following substituted in its place:

1. The affairs of the MASTER ASSOCIATION shall be managed by a BOARD consisting of not less than 3 directors. The number, qualification of directors and method of their election shall be determined in accordance with the BYLAWS.

SECOND: Article XI is added as follows:

ARTICLE XI
AMENDMENTS

These ARTICLES may be amended in the following manner:

11.01 Notice. Notice of the subject matter of a proposed amendment to these ARTICLES shall be included in the notice of any meeting of the MEMBERS or the BOARD at which a proposed amendment is to be considered.

11.02 Initiation. A resolution to amend these ARTICLES may be proposed by any Director, or by petition signed by not less than 10% of the MEMBERS.

11.03 Adoption of Amendments.

11.03.01 A resolution for the adoption of the proposed amendment to these ARTICLES shall be approved either: (a) by a majority of all of the Directors of the MASTER ASSOCIATION; or (b) by MEMBERS having not less than a majority of the votes of the entire membership of the MASTER ASSOCIATION. Any amendment approved by the MEMBERS may provide that the BOARD may not further amend, modify or repeal such amendment.

11.04 Limitation on Amendments. No amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of MEMBERS without approval by all of the MEMBERS and the joinder of all record owners of mortgages upon the UNITS. No amendment shall be made that is in conflict with the MASTER COVENANTS. So long as the DECLARANT owns any PROPERTY, or holds any mortgage encumbering any PROPERTY other than a UNIT, no amendment shall 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 DECLARANT, unless the DECLARANT shall join in the execution of the amendment.

11.05 Execution and Recording. No amendment to these ARTICLES shall be valid unless recorded in the public records of Lee County, Florida, and filed with the Secretary of State.

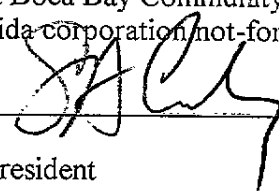
THIRD: The date of adoption of these Third Articles of Amendment to Articles of Incorporation of Boca Bay Master Association, Inc. f/k/a Boca Bay Community Association, Inc., made by majority vote of the Association's Board of Directors, is March 16, 2001, there being no members entitled to vote on the amendment.

FOURTH: In every other respect, the Articles of Incorporation as filed with the Department of State on the date and year aforesaid as previously amended are hereby confirmed and republished.

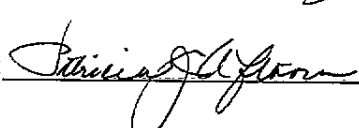
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Amendment to the said Articles of Incorporation of said corporation this 26th day of March, 2001.

BOCA BAY MASTER ASSOCIATION, INC.
f/k/a Boca Bay Community Association, Inc., a
Florida corporation not-for-profit

Appd. as to
Legal Form

By: 

its President

Attest: 

Secretary