N37 YLAW SFFICES BECKER & POLIAKOFF, P.A.

> 33 North Garden Avenue, Suite 960 Clearwater, Florida 33755-4116

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Clearwater

Florida Offices

Reply To:

Administrative Office 3111 Stirling Road Ft. Lauderdale, FL 33312 FL Toll Free: (800) 432-7712 March 25, 1999

Boca Raton*

Florida Department of State

Clearwater

Amendment Section

Ft. Myers

P.O. Box 1500

Hollywood

Tallahassee, FL 32302-1500

*****35.00

Melbourne*

Miami Naples Re:

Articles of Amendment to the Articles of Incorporation of Carlisle

Club Association, Inc.

Orlando

Port Charlotte*

Dear Sir/Madam:

St. Petersburg

Sarasota

Tallahassee

Tampa

West Palm Beach

available for consultation

by appointment only

Enclosed please find the original Articles Amendment to the Articles of Incorporation of Carlisle Club Association, Inc., and a copy of same to be stamped and returned to this office. Please also find a check in the amount of \$35.00, your recording fee, and a return envelope for our copy of the document.

If you should have any questions, please do not hesitate to contact this office.

International Offices:

Beijing, People's Republic of China

Prague.

Czech Republic

Bern, Switzerland*

Yours truly,

ELLEN HIRSCH de HAAN

Pllen dusa de Hoar

For the Firm

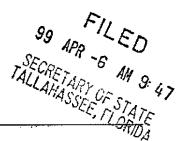
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APR o

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CARLISTE CLUB ASSOCIATION, INC.



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.

articles	of amendment to its articles of incorporation.
FIRST:	Article II, Section 2. and Article X, (See attached)
SECOND:	The date of adoption of the amendment was July 14, 1998.
THIRD:	Adoption of amendment:
	The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.
(SEAL)	CARLISLE CLUB ASSOCIATION, INC.
	BY: Michael Leuis President Name Printed: RICHARD LEWIS
DATE	D MARCH 22, 1999.
STATE OF NEW YORK COUNTY OF _ QUEENS	
BEFORE ME, the undersigned authority, personally appeared Richard Lewis, to me known to be the President of Carlisle Club Association, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such authorized agent, under authority vested in hippipy said corporation. He is personally known to me or has produced N.Y. DRIVERS LICENSE and (type of identification) as identification and did (did not) take an oath.	
	ESS my hand and official seal in the County and State last
aforesaid, this day of	
	Notary Public TOS 24 ARCH
IOSEF	Notary Public PHARCURI Printed Name: JOSEPH ARCURI
MY COMNO. DIARS08246T XP LIES:	

Qualified in Nassau County Commission Expires July 28, 17 c; 9

CERTIFICATE OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

CARLISLE CLUB ASSOCIATION, INC.

Carlisle Club Association, Inc., a corporation organized and existing under and by virtue of the Chapter 617 of the Florida Statutes (the "Association"), does hereby certify:

That the membership of the Association, at a meeting duly convened and held, adopted the following resolution:

RESOLVED, that, effective as of JULY 14, 1998, at a duly called meeting of the membership of the Association, the Articles of Incorporation of Carlisle Club Association, Inc. were amended as follows:

- A. Article II, Section 2. Article II, Section 2 is hereby amended by adding the following subparagraphs n-r:
 - "n. To promulgate and enforce rules, regulations, Bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.
 - o. To provide for the enforcement of the provisions of the Declaration.
 - p. To establish, levy, assess and collect fines, in an amount not to exceed \$100.00 per violation, on account of the failure of any member: (i) to pay assessment(s); (ii) to comply with the Declaration; or (iii) to comply with the rules and regulations of the Common Area (as defined in the Declaration). Such fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, except that no such fine shall exceed \$1,000.00 in the aggregate.

- q. To suspend, for a reasonable period of time, the rights of member or member's tenants, guests or invitees or both to the use the Common Areas on account of the failure of any member to: (i) pay assessment(s); (ii) to comply with the Declaration; or (iii) to comply with the rules and regulations of the Common Area (as defined in the Declaration).
- r. In general, to maintain and promote the desired character of Carlisle Club."
- B. Article X, Section 4. Article X is hereby amended by adding the following Section 4:

"Section 4. So long as there is Class B membership, annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles, requires prior approval of the Department of Housing and Urban Development (HUD) and the Veterans Administration (VA)."

2. The foregoing amendments have been consented to and authorized by a two-thirds (2/3) vote of the membership cast at a duly called meeting of the membership.

IN WITNESS WHEREOF, the Association has caused this Certificate to be signed by RICHARD LEWIS, the President of the Association, this 14 day of JULY, 1998.

Name: RICHARD LE

President

(CORPORATE SEAL)

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