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Florida Department of State
Amendment Section
P.O. Box 1500
Tallahassee, FL 32302-1500

700002830937--8
-04/06/99--01002--022
*****35.00 *****35.00

Re: Articles of Amendment to the Articles of Incorporation of Carlisle
Club Association, Inc.

Dear Sir/Madam:

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.

Yours truly,

Ellen Hirsch de Haan

ELLEN HIRSCH de HAAN
For the Firm

EHD/sdk
Enclosure

C18350-62504/74032_1

International Offices:

Beijing,
People's Republic
of China

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Czech Republic

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FILED

99 APR -6 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TU

APR 6 1999

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

FILED
99 APR -6 AM 9:47
SECRETARY 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: 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: Richard Lewis
President
Name Printed: RICHARD LEWIS

DATED MARCH 22, 1999, 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 him by 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.

WITNESS my hand and official seal in the County and State last aforesaid, this 22 day of MARCH, 1999.

JOSEPH ARCURI
NOTARY PUBLIC, State of New York
My Commission expires:
No. 01AR5082461
Qualified in Nassau County
Commission Expires July 28, 1999

Joseph Arcuri
Notary Public
Printed Name: JOSEPH ARCURI

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:

1. 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.

Richard Lewis
Name: RICHARD LEWIS
President

(CORPORATE SEAL)

IAW-RE-SFB\10533\000\AOI
6/11/98

