

Law Offices Of
JEFFREY A. LEVINE, P.A.

4000 NORTH FEDERAL HIGHWAY
SUITE 201
BOCA RATON, FLORIDA 33431

JEFFREY A. LEVINE

TELEPHONE (561) 392-8388
FACSIMILE (561) 392-1313

N96000004945

March 1, 2000

VIA UPS - OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

FILED
00 MAR -2 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Palladium Homeowner's Association, Inc. - Amendment to
Articles of Incorporation

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-03/02/00--01089--002
*****43.75 *****43.75

Gentlemen:

Enclosed is our check No. 8139 in the amount of \$43.75, representing the amount necessary to file (\$35.00) and obtain a certified copy (\$8.75) of the above-referenced Amendment.

Please return the certified copy to our office at: Jeffrey A. Levine, P.A., 4000 N. Federal Highway, Suite 201, Boca Raton, Florida 33431.

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

*Amord
3-15-00
AKS*

Very truly yours,

Betsy K. Stevens

Betsy K. Stevens
Legal Assistant

:bks
enclosures
palladium\turnover\dept-sta

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

PALLADIUM HOMEOWNER'S ASSOCIATION, INC.

Pursuant to the provisions of section 617.1001 and 617.1002, Florida Statutes, this Florida not-for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Section 1 of Article VI, Board of Directors is deleted and replaced by the following:

1. The affairs of the Association shall initially be managed by a Board of Directors consisting of three (3) Directors. From and after Turnover, the Board of Directors shall consist of seven (7) to nine (9) members, as established by a duly adopted resolution of the Board of Directors. As long as the Developer has the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida. Election and removal of Directors shall be as provided in the By-Laws.

SECOND: Article X AMENDMENT TO ARTICLES OF INCORPORATION AND BY-LAWS contained a scrivener's error and shall read as follows:

These Articles of Incorporation may be altered, amended or repealed by the affirmative vote of the majority of Members

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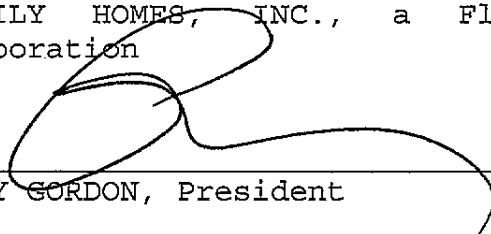
representing all of the votes in the Association. No amendment affecting the Developer shall be effective without the prior written consent of Developer. Notwithstanding the foregoing, as long as the Developer owns any Lot in the Community, and has not turned over control of the Association to the Owners, the Developer shall have the right to amend the Articles, acting alone.

THIRD: The date of the adoption of this amendment is February 29, 2000.

FOURTH: The amendment was approved by the Developer, which owns one Lot, and unanimously by the Board of Directors. No further action is required.

Executed this 29th day of February, 2000.

GORDON HOMES, INC., f/k/a GORDON
FAMILY HOMES, INC., a Florida
corporation

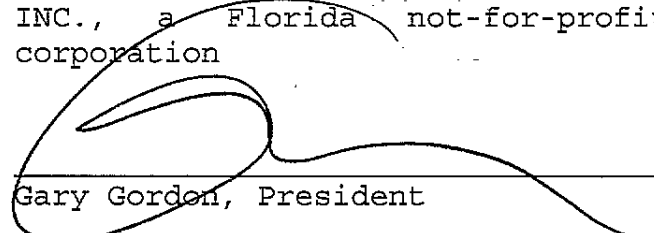


GARY GORDON, President

Consented to:

PALLADIUM HOMEOWNER'S ASSOCIATION,
INC., a Florida not-for-profit
corporation

By:



Gary Gordon, President