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Amend

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January 10, 2008

VIA REGULAR MAIL

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

**Re: Articles of Amendment to The Articles of Incorporation of
Blue Diamond and Green Diamond Master Association, Inc.**

Dear Sir/Madam:

Enclosed is the Articles of Amendment to The Articles of Incorporation of Blue Diamond and Green Diamond Master Association, Inc. along with a check in the amount of \$35.00 to cover the filing fee. A self-addressed stamped envelope is enclosed

Sincerely,


David H. Rogel
For the Firm

DHR/lev
Enclosures

MIA_DB: B05724/092198:1032156_1

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This Instrument was prepared by:
DAVID H. ROGEL, ESQUIRE
BECKER & POLIAKOFF, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables, FL 33134

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
BLUE DIAMOND AND GREEN DIAMOND MASTER
ASSOCIATION, INC.**

WHEREAS, Blue Diamond and Green Diamond Master Association, Inc. (the "Association") was incorporated upon the filing of the Articles of Incorporation with the State of Florida on March 26, 1997; and

WHEREAS, at the Special Meeting of the Membership of the Association held on March 21, 2006 and the Annual Meeting of the Membership of the Association held on December 19, 2007, the amendments to the Articles of Incorporation as set out in Exhibit "A" attached hereto and made apart hereto, were approved by the requisite percentage of the membership as evidenced by the vote of the Neighborhood Voting Representative.

NOW, THEREFORE, the undersigned hereby certifies that the amendments to the Articles of Incorporation as set out in Exhibit "A" attached hereto and incorporated herein are a true and correct copy of the Amendments as approved by the membership.

WITNESS my signature hereto this 30 day of December, 2007, at Miami Beach, Miami-Dade County, Florida..

**BLUE DIAMOND AND GREEN DIAMOND MASTER
ASSOCIATION, INC.**

By: [Signature]
Alicia A. Casanova, President

ATTEST: [Signature]
Barry Skolnick, Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 30 day of December, 2007, by Alicia A. Casanova, President, and Barry Skolnick, Secretary of Blue Diamond and Green Diamond Master Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or has produced () as identification.

(SEAL)
My Commission expires: 04/02/2010

[Signature]
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

MIA_DB) B05724/092198:1030381

JOCELYN RODRIGUEZ
MY COMMISSION # DD535797
EXPIRES APR. 2, 2010
(407) 396-0153 FloridaNotaryService.com

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EXHIBIT "A"
AMENDMENTS
TO THE ARTICLES OF INCORPORATION
OF
BLUE DIAMOND AND GREEN DIAMOND MASTER
ASSOCIATION, INC.

(Additions indicated by underlining; Deletions indicated by ~~striking through~~.)

1. Amendment to Article V to modify the process by which Neighborhood Voting Members and Directors of the Blue Diamond and Green Diamond are elected.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board consisting of three those persons elected by each of the Neighborhood Associations. ~~Board members appointed by Declarant or elected by Class B members need not be members of the Association. Board members elected by Class A members must be members of the Association.~~

Announcement of the Directors as elected by each Neighborhood Association shall be held at the Annual Meeting. ~~The election, or appointment, as the case may be, of Directors shall be held at the annual meeting. Directors shall be elected from each Neighborhood Association, or appointed, as the case may be, for a term expiring on the date their term as a director in the Neighborhood Association expires of the next annual meeting.~~

~~The Directors name in these Articles shall serve until the next election of Directors. Any vacancies in the first Board shall be filled by the Declarant. The names and address of the members of the first Board who shall hold office until their successors are elected and have qualified, or until remove, are as follows:~~

Name	Post Office Address
Mucio Athayde	4775 Collins Avenue Miami Beach, Florida 33140
Selme Athayde Motanden	4775 Collins Avenue Miami Beach, Florida 33140
Luiz Antonio Figueredo Deres	4775 Collins Avenue Miami Beach, Florida 33140

2. Amendment to Article VI of the Articles to delete language regarding the Declarant as follows:

ARTICLE VI
MANAGEMENT OF THE AFFAIRS OF THE ASSOCIATION – OFFICERS

The affairs of the Association shall be managed by its officers, subject, however, to the directions of its Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles or of the Bylaws.

The Board of Directors may elect officers and the officers of the Association shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers and assistant officers as may be decided upon and elected by the Board. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person, nor the office of President, Secretary or Assistant Secretary by the same person. The term of each office shall ~~be one year extend until a successor is elected.~~ ~~Subsequent to the turnover of control of the Association by Declarant, either the President or a majority of the Vice Presidents must be a Member of the Association. The names of the officers who are to serve until turnover of control of the Association by the Declarant, or until their successors are elected and qualify as follows:~~

<u>Office</u>	<u>Name</u>
President	MUCIO ATHAYDE
Vice President/Assistant Secretary	SELME ATHAYDE MOTANDON
Secretary/Treasurer	LUIZ ANTONIO FIGUEREDO DORES

~~None of the above officers specifically named in these Articles shall be required to be a member of the Association to hold office.~~

3. Amendment to Article VIII of the Articles to modify the Registered Agent provisions as follows:

ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the Association shall be ~~Stephen A. Freeman~~ David H. Rogel and the registered office shall be ~~Freeman, Buttermann & Haber, 520 Brickell Key Drive, Suite O-305, Miami, FL 33134~~ Becker & Poliakoff, P.A., 121 Alhambra Plaza, 10th Floor, Coral Gables, Florida 33134, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

4. Amendment to Article XIII of the Articles to remove language regarding Class B membership as follows:

ARTICLE XIII
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal. Amendments to these Articles may be proposed by a vote of the majority of the Board. ~~Until the Development Completion Date, amendments may also be proposed by the Class B member. Thereafter, amendments may also be proposed~~ or by 25 percent of the members of each Class entitled to vote on the Amendment.

* * *

3. **Vote Necessary.** In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of ~~(i) until the sale of a Unit to an owner other than Declarant, by a majority of the Board; and (ii) thereafter, while Class B memberships exist, by a majority of the Class B members only; and (iii) thereafter, by 66 percent of the votes of both the Class-A members and the Board.~~

* * *

6. **Limitations.**

* * *

B. There shall be no amendment to these Articles which shall abridge, reduce, amend, affect or modify the rights of: ~~(i) Declarant, including, without limitation, the right to designate and select the Directors as provided herein and the rights reserved, or granted, to Declarant in the Declaration, without the prior written consent thereto by Declarant, which may be granted or denied in its sole discretion; and (ii) any Mortgagee without the prior written consent of such Mortgagee.~~