FOUNTAINS CONDOMINIUM OPERATIONS, INC.
4615 Fountains Drive
Lake Worth, Florida 33467-5065
Tel: (561) 964-3600, Fax: (561) 641-5631
e-mail: fcooffice@bellsouth.net

N18187

March 23, 2000

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

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-04/04/00--01006--008
*****35.00 *****35.00

Dear Sir:

Enclosed please find an amendment to the Articles of Incorporation of Fountains South Atrium Homes Association, Inc., ORB 5134, Page 0191. Enclosed is a check for the filing fee of $35 and two originals of the amendment. Please return one of the originals to me, with the filing information thereon, in the enclosed stamped, self-addressed envelope.

Very truly yours,

FOUNTAINS CONDOMINIUM
OPERATIONS, INC.

Debbie Poulette

Debbie Poulette, Manager

FILED
00 APR -4 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DP/cra

Enclosures

Amend

S. PAYNE APR 12 2000

Mail to:
Fountains Condominium Operations, Inc.
4615 Fountains Drive
Lake Worth, Florida 33467-5065

FILED
00 APR -4 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT
TO THE BY-LAWS
OF
FOUNTAINS SOUTH ATRIUM HOMES ASSOCIATION, INC.

As recorded in Official Record Book 5134, Page 0180
Public Records of Palm Beach County, Florida

As used herein (unless substantially reworded), the following shall apply:

A. Words in the text which are lined through with hyphens indicate deletions from the present text.

B. Words in the text which are underlined indicate additions to the present text.

1. SECTION 5. DIRECTORS. Item 5.4 The Term, as described below, is changed in its entirety from:

~~"Beginning with the election to be held for Directors for the year 1994, seven (7) Directors shall be elected for that year. The four (4) so elected receiving the highest number of votes shall be deemed elected for two (2) years; and the remaining three (3) shall be deemed elected for one (1) year. For years after 1994, Directors shall be elected for two (2) year terms.~~"

To:

"There shall be nine (9) Directors who shall be elected for two (2) year terms. In addition to the five (5) Directors previously elected to serve for the years 1999 and 2000, four (4) additional Directors shall be elected to serve for the years 2000 and 2001, and the following year, five (5) shall be elected to serve for the years 2001 and 2002, and this sequence shall be maintained thereafter."

* * * * *

AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
FOUNTAINS SOUTH ATRIUM HOMES ASSOCIATION, INC.

As recorded in Official Record Book 5134, Page 0191
Public Records of Palm Beach County, Florida

As used herein (unless substantially reworded), the following shall apply:

A. Words in the text which are lined through with hyphens indicate deletions from the present text.

B. Words in the text which are underlined indicate additions to the present text.

1. ARTICLE 8. DIRECTORS. Paragraph 8.3 is amended as follows:

"The number of members of the Board shall initially be three (3), but may be increased after all of the units have been sold, as stated above, up to ~~seven (7)~~ nine (9), by vote of a majority of the members of the Homeowners Association, present or by Proxy."

****

WE HEREBY CERTIFY that the above Amendments were approved by the affirmative vote of two-thirds of the membership of this Association present in person and by proxy at a Special Unit Owner Meeting, held on Monday, January 31, 2000, at 3:00PM in Fountains Hall.

FOUNTAINS SOUTH ATRIUM HOMES ASSOCIATION, INC.

By: _____
Marvin Margolies, President, The Atriums

Attest: _____
Beverly Holtz, Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28th day of March, 2000, by Marvin Margolies and Beverly Holtz, as President and Secretary, respectively, of FOUNTAINS SOUTH ATRIUM HOMES ASSOCIATION, INC., a Florida not-for-profit corporation. They are personally known to me and did not take an oath.

_____
Florida Notary

SEAL

OFFICIAL NOTARY SEAL
CAROLYN R ASHBAUGH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC584903
MY COMMISSION EXP. SEPT 26,2000