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BASIC AMENDMENT

CASCADES AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, I

Certificate of Status	0
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Page Count	02
Estimated Charge	\$35.00

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
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CASCADES AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC.
7777 GLADES ROAD #410
BOCA RATON, FL 33434

SUBJECT: CASCADES AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC.
REF: N98000004724

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CASCADES AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC.
(a corporation not-for-profit)**

Cascades at St. Lucie West Residents' Association, Inc., a Florida not-for-profit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article XIII of the Corporation's Articles of Incorporation is hereby amended to replace the terms thereof with the following terms:

For so long as the Developer has the right to appoint the entire Board of Directors of the Association, the Developer may unilaterally amend these Articles. As such time as the Developer no longer has the right to appoint the entire Board of Directors of the Association, amendment of these Articles requires the approval of at least two-thirds of the membership votes. No amendment affecting the Developer or its successor or assign of Developer of the Property shall be effective without the prior written consent of said Developer or its successors or assigns, as Developer.

2. Article XIV of the Articles of Incorporation is hereby amended to add paragraph 4 as follows:

4. The Association shall obtain directors and officers liability insurance providing such coverage as the Board of Directors of the Association may determine from time to time.

3. The foregoing Amendments were adopted on July 24th, 2000.

4. The foregoing Amendments were approved by Levitt Homes Incorporated which owns more than two-thirds of the membership votes of the Association; which number is sufficient for approval.

IN WITNESS WHEREOF, Cascades at St. Lucie West Residents' Association, Inc., a Florida not-for-profit corporation, has caused these Articles of Amendment to be executed by its President this 24th day of July, 2000.

CASCADES AT ST. LUCIE WEST
RESIDENTS' ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: 

Alfred G. West, President

The undersigned is executing these Articles of Amendment as the "Developer" to acknowledge its consent to the foregoing Amendments.

LEVITT HOMES INCORPORATED, a Delaware
Corporation

By: 

Alfred G. West
Senior Vice President