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September 26, 2000

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

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-09/28/00--01048--004
*****35.00 *****35.00

Re: **Articles of Amendment to the Articles of Incorporation of
Wesmere Maintenance Association, Inc.**

Dear Sir or Madam:

I am enclosing herewith an original of Articles of Amendment to the Articles of Incorporation (and one copy) for the above-named corporation for filing. In addition, a check in the amount of \$35.00 is enclosed representing your filing fee.

Upon filing, please return the copy of the Amendment to the Articles of Incorporation to our office. Your prompt attention to this matter is greatly appreciated.

Sincerely,

Shirley J. Conley
Shirley J. Conley
Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 28 PM 3:12

/sjc
Enclosures

Amend.

\$

10/5/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 28 PM 3:13

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
WESMERE MAINTENANCE ASSOCIATION, INC.**

WHEREAS, the ARTICLES OF INCORPORATION OF WESMERE MAINTENANCE ASSOCIATION, INC. (hereinafter "Articles") were executed on the 10th day of April, 1990; and

WHEREAS, said Articles may be amended by the approval of the Board of Directors and of at least 66-2/3% of the membership of the Association;

NOW, THEREFORE, pursuant to the amendment procedures set forth in said Articles, Article V, Sections 1 and 4 of the Articles of Incorporation of Wesmere Maintenance Association, Inc., are hereby amended to read as follows:

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of ~~not less than three (3) but no more than seven (7)~~ nine (9) persons, ~~but as many persons as the Board of Directors shall from time to time determine.~~ A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office ~~until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.~~ Beginning with the annual meeting of the Members to be held in 1999, the terms of each Director's service shall specifically be as follows:

(a) Of the nine (9) Directors to be elected at the 1999 annual meeting of the Members, the Directors receiving the five (5) highest number of votes shall serve for two years.

(b) Of the nine (9) Directors to be elected at the 1999 annual meeting of the Members, the Directors other than those described in (a) above shall serve for one year.

DELETION INDICATED BY STRIKE-OUT, NEW TEXT INDICATED BY UNDERLINE

(c) Directors elected subsequent to the 1999 annual meeting of the Members shall serve for terms of two years.

This Instrument Was Prepared By:

Richard E. Larsen, Esq.
Larsen & Associates, P.A.
34 East Pine Street
Orlando, Florida 32801
(407) 841-6555

**CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION
OF THE WESMERE MAINTENANCE ASSOCIATION, INC.**

THIS IS TO CERTIFY THAT:

1. The ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF WESMERE MAINTENANCE ASSOCIATION, INC., a Florida Corporation not-for-profit, attached hereto were adopted by proper vote of the Association's membership at a duly called meeting held on October 28, 1999 in compliance with the Association's governing documents and §617.1002, Florida Statutes;
2. All other provisions of the ARTICLES OF INCORPORATION remain unchanged.

WESMERE MAINTENANCE ASSOCIATION, INC.

ATTEST: _____

By: _____

President

Print Name: R. L. Jensen

Date: 9/19/00

Dollie Clark
Witness

Print Name: Dollie Clark

R. Clatt
Witness

Print Name: RUFUS CLATT

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19th day of September, 2000, by R. L. JENSEN, as President of WESMERE MAINTENANCE ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced personally known as identification.

Dollie Clark
Notary Signature

Printed Name: Dollie Clark

Commission # CC 603262

My Commission Expires: 3/13/2001

