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BASIC AMENDMENT

CYPRESS LAKES COMMUNITY ASSOCIATION, INC.

Certificate of Status	0
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Page Count	02
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Amendment
02-21-01

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 20, 2001

CYPRESS LAKES COMMUNITY ASSOCIATION, INC.
209 PHIPPS PLAZA
PALM BEACH, FL 33480

SUBJECT: CYPRESS LAKES COMMUNITY ASSOCIATION, INC.
REF: N00000007949

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

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Darlene Connell
Corporate Specialist

FAX Aud. #: H01000018900
Letter Number: 801A00010646

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CYPRESS LAKES COMMUNITY ASSOCIATION, INC.

Cypress Lakes Community Association, Inc., a Florida not-for-profit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article VIII is hereby deleted in its entirety and replaced with the following language:

> "The Board of Directors of the Corporation shall be comprised of at least three (3) Directors. The initial members of the Board of Directors and their street addresses are:
>
> Thomas J. Corkery
> 2304-A Winter Woods Boulevard
> Winter Park, Florida 32792
>
> Jan Jaroszewicz
> 2304-A Winter Woods Boulevard
> Winter Park, Florida 32792
>
> Brian D. Kosoy
> 2304-A Winter Woods Boulevard
> Winter Park, Florida 32792
>
> As long as Developer shall have the right to appoint the Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director shall be as follows. Elections shall be by plurality votes. If at the first annual election the number of Directors remains at three (3), the term of the Director receiving the highest plurality of votes shall be established at three (3) years, the term of the Director receiving the second highest plurality of votes shall be established at two (2) years and the term of the other elected Director shall be established at one (1) year. If the number of Directors is greater than three (3) but is evenly divisible by three (3), there shall be an equal number of Directors serving each of the staggered terms with the length of each Director's term being based on the amount of the plurality vote received by such Director. For example, if there are a total of six (6) Directors, the two (2) Directors with the highest plurality votes shall serve three (3) year terms, the two (2) Directors with the next highest plurality votes shall serve two (2) year terms and the other Directors shall serve one (1) year terms. If the number of Directors is not evenly divisible by three (3) and the remainder from the division of the number of Directors by three (3) is one (1), then the terms of the Directors shall be in accordance with the foregoing procedures except that the

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additional Director shall serve a three (3) year term. If the number of Directors is not evenly divisible by three (3) and the remainder from the division of the number of Directors by three (3) is two (2), then the terms of the Directors shall be in accordance with the foregoing procedures except that one additional Director shall serve a three (3) year term and the other additional Director shall serve a two (2) year term. In all cases, the Directors receiving the highest plurality of votes shall secure the longer terms.

All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. Any Director appointed by the Class C Member shall serve at the pleasure of the Class C Member and may not be removed except by action of the Class C Member, and may be removed from office, and a successor director may be appointed, at any time by the Class C Member."

2. The foregoing amendments were approved by Cypress Lakes Investments, Ltd., a Florida limited partnership, which owns all of the membership votes of the Association.

3. The foregoing Amendments were adopted on February 15, 2001.

IN WITNESS WHEREOF, the Cypress Lakes Community Association, Inc., a Florida not-for-profit corporation, has caused these Articles of Amendment to be executed by its President this 16th day of February, 2001.

CYPRESS LAKES COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation

By: ______________________
Thomas J. Corkery, President