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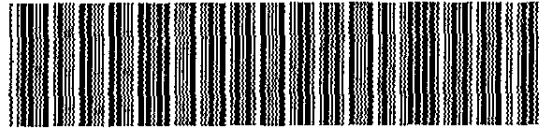
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*Amend
T. Lewis 4/20/04*

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Reply To:

Kenneth S. Direktor, Esq.
Direct: (561) 820-2880
kdirektor@becker-poliakoff.com

April 13, 2004

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

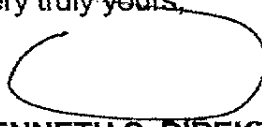
RE: South River Village Five Condominium Association, Inc.

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **South River Village Five Condominium Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,


KENNETH S. DIREKTOR
For the Firm

KSD/ebd
Enclosures

cc: South River Village Five Condominium Association, Inc.

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**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SOUTH RIVER VILLAGE FIVE CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **South River Village Five Condominium Association, Inc.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article 8 thereof, by the membership at a duly called and noticed meeting of the members held March 15, 2004. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 7th day of April, 2004,
at Stuart, Martin County, Florida.

**SOUTH RIVER VILLAGE FIVE
CONDOMINIUM ASSOCIATION, INC.**

Kelly M. Fasano
Witness Kelly M. Fasano

BY Philip C. Couchon (SEAL)
President

Alan Burkhardt
Witness

ATTEST: Frank R. Doerr (SEAL)
Secretary

ALAN BURKHARDT

STATE OF FLORIDA :

COUNTY OF MARTIN :

The foregoing instrument was acknowledged before me this 7th day of April, 2004, by Philip C. Couchon and Frank R. Doerr, as President and Secretary, respectively, of South River Village Five Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced _____ as identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Lynn Sigman Schaming (Signature)
Lynn Sigman Schaming (Print Name)
Notary Public, State of Florida at Large



AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
SOUTH RIVER VILLAGE FIVE CONDOMINIUM ASSOCIATION, INC.

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

ARTICLE III
POWERS

The powers of the Association shall include and shall be governed by the following provisions:

* * *

3.2. Enumeration. The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

* * *

g. To make and amend reasonable regulations respecting the use and appearance of the property in the condominium; ~~provided, however, that all those regulations and their amendments shall be approved by not less than sixty (60%) percent of the votes of the entire membership of the Association before they shall become effective.~~

* * *

ARTICLE V
DIRECTORS

5.1. Number and Qualification. The affairs of the Association shall be managed by a board consisting of ~~the number of directors determined by the By-Laws, but not less than three directors, and in the absence of that determination shall consist of three~~ five (5) directors.

* * *

5.4 Election of Directors. ~~The election of directors shall be pursuant to Florida Statutes §718.301. When unit owners other than the Developer own fifteen (15%) percent or more of the proposed 126 units (or 10 units), the unit owners other than Developer shall be entitled to elect no less than one third (1/3) of the Directors. The election of a majority of Directors of the Association by members of the Association other than the Developer of~~

~~the condominium shall not be held until three months after the Developer has closed the sales of 114 units or ninety (90%) percent of the units, or until the Developer elects to terminate its control of the condominium, or until after December 1, 1986, or until the Developer elects to terminate its control of the Directorship of the Association, whichever comes first.~~

~~5.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:~~

~~Waldemar Schickedanz
40 Rio Vista Drive
Jensen Beach, FL 33457~~

~~Gail Schickendanz
40 Rio Vista Drive
Jensen Beach, FL 33457~~

~~Hugh Macklin
2674 Waxwood Court
Clearwater, FL 33519~~

ARTICLE VI OFFICERS

~~The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:~~

~~President:~~

~~Waldemar Schickedanz
40 Rio Vista Drive
Jensen Beach, Florida 33457~~

~~Vice President/
Treasurer~~

~~Hugh Macklin
2674 Waxwood Court
Clearwater, Florida 33519~~

~~Secretary~~

~~Gail Schickedanz
40 Rio Vista Drive
Jensen Beach, Florida 33457~~

~~***~~

ARTICLE VIII BY-LAWS

~~The first By-Laws of the Association shall be adopted by the Board of Directors, executed by the Secretary, and approved by the President. The By-Laws may be altered,~~

~~amended or rescinded by the vote of sixty (60%) percent of the total members of the Association at a regular or special meeting provided notice of the proposed change, amendment or rescission (and proposed replacement By Laws) are included in the notice of any meeting at which the proposed vote is to be taken.~~

ARTICLE ~~IX~~ VIII AMENDMENTS

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

9 ~~8~~.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9 ~~8~~.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by thirty (30%) percent of the members of the Association. ~~Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be by not less than sixty (60%) percent~~ a majority of the votes of the entire membership of the Association at an annual or special meeting or by written agreement in lieu of a meeting.

9 ~~8~~.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in §§3.3 to 3.6 of Article III, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9 ~~8~~.4 Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the Public Records of Martin County, Florida.

ARTICLE ~~X~~ IX TERM

* * *

ARTICLE ~~XI~~ X SUBSCRIBERS

* * *

ARTICLE XII XI
INITIAL REGISTERED OFFICE AND AGENT

* * *

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