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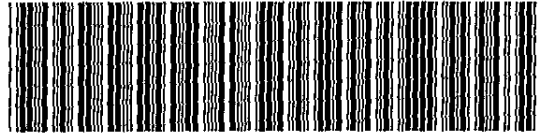
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May 3, 2005

CORPORATE RECORDS BUREAU  
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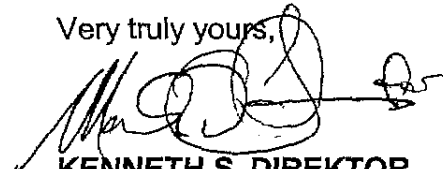
RE: **Colonial Center Association, Inc.**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Colonial Center 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: Colonial Center Association, Inc.

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**CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
COLONIAL CENTER ASSOCIATION, INC.**

The undersigned officers of **Colonial Center 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 X thereof, by the membership at a duly called and noticed meeting of the members held November 17, 2004. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**AMENDMENTS TO THE  
ARTICLES OF INCORPORATION OF  
COLONIAL CENTER ASSOCIATION, INC.**

(Additions shown by "underlining",  
deletions shown by "~~strikeout~~",  
unaffected text indicated by "...")

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation not-for-profit pursuant to, and in accordance

Unless consistent with the definitions as set forth within Chapter 718, Florida Statutes (1981), the following words and phrases shall have the following meanings:

A. "Act" means the Condominium Act, Chapter 718, Florida Statutes (1981).

\* \* \*

C. "Unit Owner" means the record owner or owners of a unit and may include a corporation or other legal entity.

\* \* \*

I. "Common Expenses" means all expenses and assessments properly incurred by the Association for the Condominium and includes:

a. the expenses for the operation, maintenance, repair or replacement of the Common Elements and any other portion of the condominium property for which the Association is responsible, costs of carrying out the powers and duties of the Association, cost of fire and extended coverage insurance, road maintenance and operation expenses, in-house communications, security services, pest control services, and directors' and officers' liability insurance; and

b. any other expenses designated as Common Expenses from time to time by the Board;

c. any valid charge against the Association or the Condominium Property as a whole;

d. expenses of administration and management of the condominium property; and

e. all expenses properly incurred by the Association in the performance of its duties, including, but not limited to, the expenses specified in Section 718.115, Florida Statutes.

\* \* \*

P. "Association Property" means the property, real and personal, in which title or ownership is vested in, or which is dedicated on a recorded plat or leased to, the

Association for the use and benefit of its members.

Q. "Common Surplus" means the amount of all receipts or revenues, including Assessments, rents or profits collected by the Association which exceeds Common Expenses.

R. "Condominium Parcel" means a Unit together with the undivided share in the Common Elements appurtenant to said Unit; and when the context permits, the term includes all other appurtenances to the Unit.

\* \* \*

## ARTICLE VI

### Directors

A. Number and qualification. The affairs of the Association shall be managed by a board comprised of ~~not less than three (3)~~ five (5) directors, ~~and as otherwise established within the By-Laws.~~ Directors need not must be members of the Association.

\* \* \*

~~D. Term of First Directors. The Developer, Colonial Associates, Ltd., a Florida limited partnership, as the Developer of COLONIAL CENTER, A GONDOMINIUM, its successors and assigns, reserves the right to elect all of the Directors of the Corporation, subject to the following. When unit owners other than the Developer own fifteen (15%) percent or more of the units that will be operated ultimately by the Association, the unit owners other than the Developer shall be entitled to elect not less than one third (1/3) of the members of the Board of Directors of the Association. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association: (1) three (3) years after sales by the Developer have been closed as to fifty (50%) percent of the units that will be ultimately operated by the Association; (2) three (3) months after sales have been closed by the Developer as to ninety (90%) percent of the units that will be operated ultimately by the Association; (3) when all the units that will be ultimately operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business; or (4) when some of the units that will ultimately be operated by the Association have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association so long as the Developer owns at least one unit in the Condominium. However, the Developer may, at his option, relinquish control of the Bard of Directors of the Association at any time the Developer may so elect.~~

~~E. 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:~~

JOSEPH S. ROGERS

2840 N.W. 2<sup>nd</sup> Avenue  
Boca Raton, Florida 33434

FREDERICK R. PROUT

2840 N.W. 2<sup>nd</sup> Avenue  
Boca Raton, Florida 33434

LAWRENCE J. MARCHBANKS

1499 W. Palmetto Park Road, #104  
Boca Raton, Florida 33432

## ARTICLE VII

### Officers

Subject to the direction of the Board, the affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. ~~The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:~~

NAME	TITLE	ADDRESS
JOSEPH S. ROGERS	President	2840 N.W. 2 <sup>nd</sup> Avenue Boca Raton, Florida 33431
FREDERICK R. PROUT	Vice President/ Treasurer	2840 N.W. 2 <sup>nd</sup> Avenue Boca Raton, Florida 33431
LAWRENCE J. MARCHBANKS	Secretary	1400 W. Palmetto Park Road Boca Raton, Florida 33432

\* \* \*

## ARTICLE IX

### By-Laws

~~The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such manner as will prejudice the rights of the Developer described therein or mortgagees of units without their prior written consent.~~

## ARTICLE X IX

### Amendments

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

\* \* \*

B. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of his refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering such amendment. Except as elsewhere provided, such approvals must be either by:

\* \* \*

(2) Not less than seventy-five (75%) percent of the entire membership of the Association. ~~Provided, however, that until such time as a majority of the members of the Board of Directors of the Association shall be elected by unit owners other than the Developer, all amendments to the Articles of Incorporation~~

shall be approved as set forth in paragraph (B)(1) above.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages on the condominium units, including the Developer. No amendment shall be adopted without the consent and approval of the Developer, so long as it shall own one (1) or more condominium unit in COLONIAL CENTER, A CONDOMINIUM. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers and/or options herein provided in favor of or reserved to the Developer, or any person who is an officer, stockholder or director of the Developer, or any corporation having some or all of its directors, officers or stockholders in common with the Developer, unless the Developer shall join in the execution of such amendment.

\* \* \* \* \*

WITNESS my signature hereto this 13<sup>TH</sup> day of APRIL, 2005,  
at Boynton Beach, Palm Beach County, Florida.

**COLONIAL CENTER ASSOCIATION, INC.**

[Signature] BY: Cathy Appleton (SEAL)  
Witness as to both Nicole A. McAleer President

[Signature] ATTEST: [Signature] (SEAL)  
Witness as to both L. Diana Hileman Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of APRIL, 2005, by CATNY APPLETON and AUGREY K. EWING, as PRESIDENT and SECRETARY, respectively, of Colonial Center 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.

Barbara Goldman (Signature)

BARBARA GOLDMAN (Print Name)  
Notary Public, State of Florida at Large

270271\_1



Barbara Goldman  
Commission # DD352116  
Expires: SEP. 29, 2008  
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