(Reminestered 1 - 1)		
St. Andrews Club		
4475 N. Ocean Boulevard		
Delray Beach, FL 33483		
(Addison)		
(Address)		
(City/State/Zip/Phone #)		
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(Business Entity Name)		
(Document Number)		
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Amend V5



August 31, 2004

ST. ANDREWS CLUB 4475 N. OCEAN BLVD. DELRAY BEACH, FL 33483

SUBJECT: THE ST. ANDREWS CLUB, INC.

Ref. Number: 724919

Ree'd 9/20

We have received your document for THE ST. ANDREWS CLUB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

Please resubmit your document with amendments to the articles of incorporation only.

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) 245-6909.

Velma Shepard Document Specialist

Letter Number: 504A00052920



September 16, 2004

Ms. Velma Shepard Document Specialist Division of Corporations Florida Dept. of State P.O. Box 6327 Tallahassee, FL 32314

Ref. No.: 724919

Dear Ms. Shepard:

Per your August 31 letter, enclosed are the revised documents showing amendments to the St. Andrews Club, Inc., Articles of Incorporation only, plus a copy of your letter. Our \$35 check, as you mentioned, is already in your possession.

Thank you for your help.

Sincerely yours,

Deirdre T. Ruffino Admin, Assistant

Phone: 561/272-5050

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

The St. Andrews Club, Inc.		
(present name)		
724919		

(Document Number of Corporation (If known)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

See Attached Amendment to Article III

SECOND:	The date of adoption of the amendment(s) was:	August 20, 2004		
THIRD:	Adoption of Amendment (CHECK ONE)			
Ū	The amendment(s) was(were) adopted by the men cast for the amendment was sufficient for approv	nbers and the number of votes		
There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.				
	- Eter Sheeler	t.		
Signature of Chairman, Vice Chairman, President or other officer				
	Peter P. Thurber			
Typed or printed name				
	President	Date 20, 2004		
Title				



AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE ST. ANDREWS CLUB, INC.

As used herein (unless substantially reworded), the following shall apply:

- A. Words in the text that are lined through with hyphens indicate deletions from the present text.
 - B. Words in the text that are underlined indicate additions to the present text.
- C. Whenever an ellipsis (.....) appears in the text, this indicates that this portion of the present text remains intact to the point where the next typewritten material appears.

ARTICLE III to the Articles of Incorporation is amended as follows:

- 3. The membership of this Club shall consist of Homeowner Members, Associate Members, and Social Members and Social Plus Members. All equity interest and voting shall be vested exclusively in the Homeowner Members, except that Associate Members, and Social Members and Social Plus Members shall be entitled to vote as a separate class on assessments for capital improvements to which they are subject. Homeowner Memberships may be transferred only with the approval of the Board of Governors.
- 8. The membership shall be limited to three hundred and seventy-five (375) comprised of one hundred and thirty-six (136) Homeowner Members and a total of two hundred and thirty-nine (239) Associate Members, and Social Members and Social Plus Members.

The below signed do hereby certify these Articles were amended by in excess of two-thirds (2/3) affirmative vote of those Homeowner Members present in person or by proxy at a Special Meeting on August 20, 2004, called for the purpose and with in excess of 50% of all Homeowner Members present in person or by proxy, after thirty (30) days' notice of said proposed amendments were given to the Homeowner Members. Said amendments shall be effective when a copy thereof together with an attached certificate of its approval by the membership, sealed with the Corporate Seal, signed by the Secretary or an Assistant Secretary and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State and all filing fees paid.