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725082

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Reply To:

Miami

March 9, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

500002802445--8
-03/11/99--01068--009
*****35.00 *****35.00

**Re: Amendment to Articles of Incorporation/
Winston Towers 300 Association, Inc.**

Dear Sir/Madam:

Enclosed herein please find a Certificate of Amendment to the Articles of Incorporation for Winston Towers 300 Association, Inc., as well as a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter.

Very truly yours,

Ana M. Suarez

Ana M. Suarez

Secretary to Anthony A. Kalliche

AAK/as
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Out 725082
6P8 3-11-99
Amend

This instrument was prepared by:
ANTHONY A. KALLICHE, ESQUIRE
BECKER & POLIAKOFF, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINSTON TOWERS 300 ASSOCIATION, INC.

WHEREAS, the Certificate of Incorporation of the Winston Towers 300 Association, Inc. (hereinafter the "Association") was issued by the Secretary of State of Florida on the 12 day of December 1972; and

WHEREAS, at a duly adjourned Annual Meeting of the membership of the Association held on January 7, 1999, the amendments to the Articles of Incorporation as set out in Exhibit "A" hereto were adopted by a vote of the membership in excess of that required by the pertinent provisions of said Articles; and

NOW, THEREFORE, the undersigned hereby certifies that the amendments as set forth in Exhibits "A" attached hereto and incorporated herein are a true and correct copy of the amendment as approved by the membership of the Association as set forth above.

WITNESS my signature hereto this 18th day of February, 1999 at Miami Beach, Florida.

WINSTON TOWERS 300 ASSOCIATION, INC.

Ruth Snyderman
Witness

BY:

Eleanor Brandman

President

(Seal)

PRINT:

Eleanor Brandman

ATTEST:

Nilda Gonzalez

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NOTARY PUBLIC
MIAMI, FLORIDA

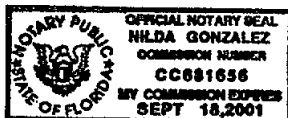
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 18th day of February, 1999 by ELEANOR BRANDMAN the PRESIDENT of Winston Towers 300 Association, Inc. a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or has produced PERSONALLY KNOWN as identification and who did not take an oath.

Nilda Gonzalez (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

My commission expires:



NILDA GONZALEZ
PLEASE PRINT OR TYPE NOTARY SIGNATURE

AMENDMENTS
TO
ARTICLES OF INCORPORATION
OF WINSTON TOWERS 300 ASSOCIATION, INC.

(Additions shown by underlining; deletions shown by "---")

ARTICLES OF INCORPORATION

Article II

This Corporation is incorporation as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, as amended, laws 1959, as same may be amended from time to time.

Article III

This principal office and post office address of the Corporation shall be 230 174th Street, Miami Beach, Florida. The names and addresses of the resident ~~agents~~ are Allan Grossman, and James T. Riley, at 17400 Collins Avenue, Miami Beach, Florida, any of whom agent is Becker & Poliakoff, P.A. c/o Anthony A. Kalliche, Esquire 5201 Blue Lagoon Drive, Suite #100, Miami, Florida 33126 who is authorized to accept service of process within this State upon the Corporation-, or such other person at such other office as may be designated from time to time by the Board of Directors.

Article VI

The members of this Corporation shall consist of all of the record owners of the Condominium Parcels in the Condominium. ~~Until the recording of the Declaration of Condominium submitting the property to condominium ownership, the members shall consist of the incorporators.~~ The Owner of a Condominium Parcel in the condominium shall automatically be and become a Member of this Corporation. The share of a Member in the funds and assets of this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Condominium Parcel. The aggregate number of votes for all Unit Owners shall be 100. Each Unit Owner, or Member of the Corporation, shall be entitled to a vote which shall be weighted so that the vote is a percentage which is the same percentage that the Member's Condominium Unit has in the ownership of common elements, as set forth in the schedule of Percentage of Ownership of Common Elements which is attached to this Declaration.

Article VII

The affairs of the Corporation shall be governed by a Board of Directors which Board will consist of five (5) persons. ~~With the exception of the initial Board,~~ Directors shall be elected from among the Unit Owners; or if a Unit Owner shall be a corporation, partnership or trust, then an officer, partner or beneficiary of such Unit Owner may qualify as a Director. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Corporation and shall have all the powers and duties referred to in the Declaration and in the Statutes of the State of Florida respecting corporations not for profit, and all of the powers defined and set forth in the Condominium Act of the State of Florida which the Unit Owners collectively may do or may have done. The powers of the Board of Directors shall include, but shall not be limited to the following:

- (A) To elect the officers of the Corporation;
- (B) To administer the affairs of the Corporation and the property;

(C) To engage the services of a manager or managing agent for the property and to fix the terms of such engagement and the compensation and authority of the manager or managing agent;

(D) To promulgate such rules and regulations concerning the operation and use of the property or the Common Elements as may be consistent with the Declaration and this Charter and to amend the same from time to time.

(E) To provide for the maintenance, repair and replacement of the Common Elements and authorize leases with respect thereto; and

(F) To estimate and adopt an annual operating budget and to provide for the assessment and collection from the Unit Owners of their respective shares of the estimated expenses as hereinafter provided.

Article X

The initial By-Laws of this Corporation ~~are~~ were those annexed to the Declaration of Condominium ~~to be~~ made by Centex-Homes Corporation, a Nevada corporation authorized to transact business in the State of Florida, the Developer of the Condominium, and ~~to be~~ recorded among the Public Records of Dade County, Florida, which said Declaration ~~will cover~~ covers the real property described in Exhibit "A" attached hereto and made a part hereof. Such By-Laws, subject to the provisions herein and therein contained, may be altered, amended, or added to in the manner provided for in said ~~initial~~ By-Laws or any subsequent By-Laws and in conformity with the provisions and requirements of Chapter ~~711~~ 718, Florida Statutes, as amended from time to time.

Article XI

Amendment to Article XI of the Articles of Incorporation as follows:

These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner now or hereafter prescribed by statute, or herein or by the By-Laws of this Corporation as they exist from time to time or the said Declaration of Condominium, at any duly called meeting of the Members of this Corporation provided that notice of the meeting is given in the manner provided for in the Charter and By-Laws of this Corporation, and that the notice contain a full statement of the proposed alteration, amendment, change, addition or repeal of any provision of these Articles, and that at such meeting there is an affirmative vote of ~~seventy five percent (75%)~~ fifty-five (55%) percent of the voting interests present in person or by proxy in favor of said alteration, amendment, change, addition or repeal, but in no event shall these Articles of Incorporation be altered, amended, changed, added to or repealed to impair, amend, rescind or cancel any contract or document entered into by the Corporation and which document or instrument is made a part of or referred to in this Charter except with the consent in writing of the contracting party.

Article XIV

In the event of the termination of said Condominium under the provisions of Chapter ~~711~~ 718, Florida Statutes, as amended from time to time, or pursuant to the aforesaid Declaration of Condominium, the distributive share to each Unit Owner shall be determined in accordance with the provisions of said Declaration of Condominium.

Article XVI

The Corporation shall have all of the powers set forth and described in Chapter ~~617.021~~ 617, Florida Statutes, as amended from time to time, together with those powers conferred by the aforesaid Declaration of Condominium, Charter and any and all lawful By-Laws of the Corporation. In addition, this Corporation shall have the right and the power to enter into agreements whereby it acquires for its member the right to use the Recreation Area located within the Condominium Building or a recreation area for the use and benefit of its members, to contract with third parties for management of the Condominium Property, and to delegate to such third party as a managerial powers and duties of the Corporation which according to the laws of the State of Florida may be so delegated, to enter into an association with other condominiums in the Centex Homes Development Area for the purpose of governing and maintaining for the benefit of all of the residents of the various condominium buildings the properties located about the development area.

Article XVIII

When words or phrases relating to the Condominium to be created under said Declaration of Condominium are used herein or in the By-Laws of this Corporation, the meaning thereof shall be determined by the definitions and constructions placed thereon by or under Chapter ~~711~~ 718, Florida Statutes, as amended from time to time.

Article XIX

The names and addresses of the subscribers and promoters of this Corporation are ~~were~~ as follows:

- | | | |
|----|----------------|--|
| 1. | Allan Grossman | 17400 Collins Avenue
Miami Beach, Florida |
| 2. | Robert Tepper | 17400 Collins Avenue
Miami Beach, Florida |
| 3. | James T. Riley | 17400 Collins Avenue
Miami Beach, Florida |

Amendment the last unnumbered paragraph of Article VIII of the Articles of Incorporation as follows:

Article VIII

~~The Board shall have no authority to approve or authorize any capital expenditure in excess of Ten Thousand Dollars (\$10,000.00) nor to authorize the Corporation to enter into any contract for a term of more than three years except with the approval of a majority of the voting interests of the Corporation, nor to approve of any capital expenditure in excess of One Hundred Thousand Dollars (\$100,000.00) without the approval of seventy-five percent (75%) of the voting interests voting at a meeting of the Members.~~

Amendment to the first unnumbered paragraph of Article VII of the Articles of Incorporation as follows:

ARTICLES OF INCORPORATION

The affairs of the Corporation shall be governed by a Board of Directors which Board will consist of ~~five (5) persons~~ an odd number of directors being not less than five (5) nor more than nine (9) as determined by the Board of Directors from time to time. With the exception of the initial Board, Directors shall be elected from among the Unit Owners; or if a Unit Owner shall be a corporation, partnership or trust, then an officer, partner or beneficiary of such Unit Owner may qualify as a Director. The Board of Directors shall have all the

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TALLAHASSEE, FLORIDA

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powers and duties necessary for the administration of the affairs of the Corporation and shall have all the powers and duties referred to in the Declaration and in the Statutes of the State of Florida respecting corporations not for profit, and all of the powers defined and set forth in the Condominium Act of the State of Florida which the Unit Owners collectively may do or may have done. The powers of the Board of Directors shall include, but shall not be limited to the following:

- (A) To elect the officers of the Corporation;
- (B) To administer the affairs of the Corporation and the property;
- (C) To engage the services of a manager or managing agent for the property and to fix the terms of such engagement and the compensation and authority of the manager or management agent;
- (D) To promulgate such rules and regulations concerning the operation and use of the property or the Common Elements as may be consistent with the Declaration and this Charter and to amend the same from time to time;
- (E) To provide for the maintenance, repair and replacement of the Common Elements and authorize leases with respect thereto; and
- (F) To estimate and adopt an annual operating budget and to provide for the assessment and collection from the Unit Owners of their respective shares of the estimated expenses as hereinafter provided.