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March 12, 2009

Reply To:  
Sarasota  
Kevin L Edwards, Esq.  
kedwards@becker-poliakoff.com

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Amendment – Sarabay Coves Association, Inc.  
Client/Matter No. S01094-04975

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amendment to the Articles of Incorporation of Sarabay Coves Association, Inc. A check for \$35.00 is also enclosed for the filing fee.

Please file and return a copy to my attention. A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely yours,

  
KEVIN L. EDWARDS

KLE/ms  
Enclosure (as stated)

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\* by appointment only

SAR\_DB: 172431\_1

THIS INSTRUMENT PREPARED BY  
AND RETURN TO:  
KEVIN L. EDWARDS, ESQ.  
BECKER & POLIAKOFF, P.A.  
6230 UNIVERSITY PARKWAY, SUITE 204  
SARASOTA, FL 34240

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SARABAY COVES ASSOCIATION, INC.**

The undersigned officers of Sarabay Coves Association, Inc., a not for profit Florida corporation organized and existing under the laws of the State of Florida, hereby certifies that the following amendment to its Articles of Incorporation were approved at a duly convened membership meeting held on December 2, 2008 and that the number of votes cast in favor of the adoption of the amendment was sufficient for approval under the terms of the Articles of Incorporation.

(Additions indicated by underlining, deletions by ~~strike-through~~)

1. Amendment to Article 9, entitled "Amendments", Section 9.1 of the Articles of Incorporation to read as follows:

9.1) Amendments. Subject to the provisions of Section 9.2 of this Article 9, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than 20% of the members of the Association. Except as elsewhere provided, such approvals must be by not less than 75% a majority of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership; or by not less than 80% of the votes of the entire membership of the Association voting in person or by proxy once a quorum has been established. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

(The remainder of Article 9 is unchanged.)

SARABAY COVES ASSOCIATION, INC.

By:  , President

ATTEST: Grace E. Davis  
Secretary

Penny S. Dell'Armi  
Witness Signature

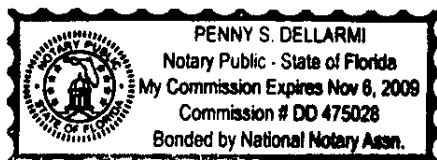
Penny S. Dell'Armi  
Printed Name

Tatiana Kuse  
Witness Signature

Tatiana Kuse  
Printed Name

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3rd day of March 2009 by Steve Zagony, as President and Grace E. Davis, as Secretary of SARABAY COVES ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced \_\_\_\_\_ as identification. If no type of identification is indicated, the above-named persons are personally known to me.



Notary Public Penny S. Dell'Armi  
Printed Name Penny S. Dell'Armi  
State of Florida

My Commission Expires Nov. 6, 2009

SAR\_DB: 172436\_1