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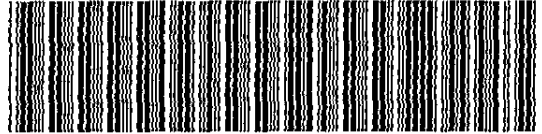
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June 27, 2003

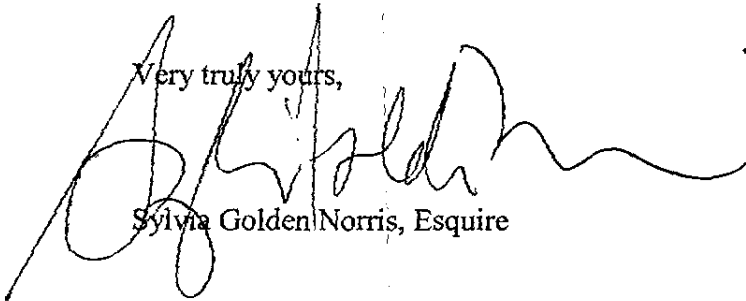
Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

RE: Glen Oaks Garden Apartments Association, Inc.

To Whom It May Concern:

Enclosed please find check number 2113 in the amount of \$43.75 made payable to the Department of State in connection with the filing fee and the certified copy fee for the Amendment to the Articles of Incorporation. If you should have any questions with regard to same, please do not hesitate to contact me.

Very truly yours,


Sylvia Golden Norris, Esquire

SGN/sk
Enclosures

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

GLEN OAKS GARDEN APARTMENTS ASSOCIATION, INC.

DOC. NO. 729419

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: The Articles of Incorporation were amended in its entirety as set forth below:

ARTICLE I

NAME: The name of the corporation, herein called the "Association" is GLEN OAKS GARDEN CONDOMINIUM ASSOCIATION, INC., 1500 Glen Oaks Drive., Sarasota, FL 34232.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Glen Oaks, a Condominium, located in Sarasota County, Florida.

The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the Bylaws or the Florida Condominium Act, and it shall have all of the powers and duties reasonably necessary to operate the Condominium including but not limited to the following:

(A) To make and collect assessments from the members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

(B) To maintain, repair, replace, protect and operate the Condominium property.

(C) To purchase insurance upon the Condominium property for the protection of the Association and its members.

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(D) To reconstruct improvements after casualty and to make further improvements of the property.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Condominium so long as same do not conflict with the permissible uses or provisions contained in the Declaration or Bylaws.

(F) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws of the Association.

(G) To contract for the management and maintenance of the Condominium, and to delegate any powers and duties of the Association in connection therewith; except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(H) To employ management, accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(I) To enter into agreements, or acquire leaseholds, memberships, or other possessory, ownership or use interests in lands or facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyments, recreation, or other use or benefit to the Unit Owners.

(J) To borrow or raise money for any of the purposes of the Association, except payment of general operating expenses, and from time to time, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness up to \$100,000.00; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

(K) All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

(A) The members of the Association shall consist of all record owners of legal title to one or more Units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination.

(B) Change of membership shall be established by recording in the Public Records of Sarasota County, Florida, a deed or other instrument transferring ownership of a Unit, and by delivery to the Association of a copy of such recorded instrument.

(C) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit .

(D) The owners of each Unit, collectively shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded by a majority at a properly called membership meeting.

ARTICLE VI

DIRECTORS: The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors as provided in the Bylaws.

ARTICLE VII

PRINCIPAL OFFICE: The principal office of said Corporation shall be located at 1801 Glengary Street, Sarasota, Florida, and the Directors of the Association may change the location of the principal office of said Association, from time to time without an amendment to these Articles.

ARTICLE VIII

REGISTERED AGENT: The registered agent of the Association shall be at:

Condominium Management, Inc.
1801 Glengary Street
Sarasota, FL 34231

ARTICLE IX

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

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of at least ten percent (10%) of the voting interests by instruments, in writing, signed by them.

(B) Notice. Upon any amendment or amendments to these Articles being proposed by said Board or Unit Owners, such proposed amendment or amendments may be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) **Vote Required.** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of majority of the voting interests at any annual or special meeting, or by approval in writing of majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Sarasota County, Florida.

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by Florida Law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association.

The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that said persons actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

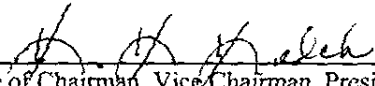
(D) Wrongful conduct by Directors in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approve such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which Directors or officers may be entitled.

SECOND: The date of adoption of the amendment was May 8, 2000.

THIRD: Adoption of Amendment

The amendment was adopted by the members and the number of votes cast of the amendment was sufficient for approval.



Signature of Chairman, Vice Chairman, President or other officer

K. K. KELCH

Typed or printed name

PRESIDENT

Title

6/17/03

Date