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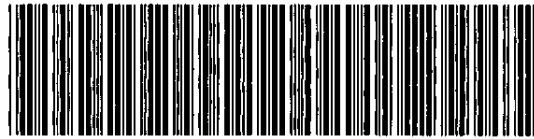
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TALLAHASSEE, FLORIDA

Amend
Thurs
12/17/08

THE LAW OFFICES OF
BRUDNY & RABIN, P.A.

December 11, 2008

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

Re: Certificate of Amendment to Articles of Incorporation
Brynnwood Condominium I Association, Inc.

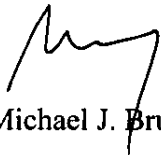
Gentlemen:

Please find enclosed the original of a Certificate of Amendment to the Articles of Incorporation of Brynnwood Condominium I Association, Inc., which I would appreciate your filing. My check in the amount of \$35.00 is enclosed herewith.

Also enclosed is a copy of the Certificate which I would appreciate your stamping and returning to me for my records.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,



Michael J. Brudny

MJB/dls
Enclosures

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BRYNNWOOD CONDOMINIUM I ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These are the Amended and Restated Articles of Incorporation for BRYNNWOOD CONDOMINIUM I ASSOCIATION, INC., a Florida corporation not for profit. The original Articles were recorded at O.R. Book 4301, Page 548, Public Records of Pinellas County, Florida.

ARTICLE I.

Name

The name of the corporation shall be BRYNNWOOD CONDOMINIUM I ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association".

ARTICLE II.

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act of the State of Florida for the operation of BRYNNWOOD CONDOMINIUM I, a condominium to be located upon that certain land in Pinellas County, Florida, legally described in the Declaration of Condominium originally recorded at Official Records Book 4301, Page 529, Public Records of Pinellas County, Florida.

2.2 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III.

Powers

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as it may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the condominium property, including easements.
- d. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.
- e. The reconstruction of improvements after casualty and the further improvement of the property.
- f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by the Board of Directors after receiving any input from the members, and after such advance notice to the members as required by the Florida Statutes. Any rules adopted by the Board may be nullified or rescinded by a vote of 75% of the members entitled to vote at a duly called meeting of the membership.
- g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the regulations for the use of the property in the condominium.
- h. To contract for the management of the Condominium and to delegate to such manager all such powers and duties of the Association that are necessary in the opinion of the directors of the Association for manager to effectively manage same.

i. To employ personnel to perform the services required for proper operation of the condominium.

j. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities, including, but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.

k. To acquire by purchase or otherwise condominium parcels of the Condominium, subject, nevertheless, to the provisions of the Declaration and/or By-Laws relative thereto.

l. To approve or disapprove the transfer and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV.

Members

4.1 The members of the Association shall consist of all of the record owners of apartments in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a copy of such instrument. The owner designated by

such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

4.4 The owners of each apartment shall collectively be entitled to one vote as a members of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

4.5 The terms "apartment" and "apartment owner" or "owners" shall have the same meaning as "unit" and "unit owner" or "owners", as same are defined in the Condominium Act.

ARTICLE V.

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the By-Laws.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE VI.

Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VII.

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a part or in which he

may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being consistent with these Articles and applicable law. No officer or director shall be entitled to incur any legal expenses for which the Association is to be responsible without prior approval by the Board, and the Board will be entitled to direct the manner in which any such expenses are to be incurred if any claim is not covered by insurance maintained by the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII.

By-Laws

The By-Laws of the Association shall be amended or rescinded in the manner provided for in such Bylaws.

ARTICLE IX.

Amendments

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

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a petition signed by at least twenty-five percent (25%) of the members of the Association, provided that any amendment provided by Unit Owners is subject to editing as to form and legality by legal counsel for the Association. Except as elsewhere provided, such approvals must be by not less than 75% of those voting members of the Association voting in person or by proxy at a

membership meeting, provided that a majority of all members entitled to vote must participate in the voting in order for the vote to be valid.

9.3 Provided, however, that no amendment shall make any changes in the voting rights of members, nor any change in Section 3.3 of Article III, or other matters where unanimous approval is required by the Condominium Act, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium, if such joinder is required by the Condominium Act. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be filed with the Secretary of State and shall also be recorded in the Public Records of Pinellas County, Florida.

ARTICLE X.

Term

The term of the Association shall be perpetual.

END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION