

737132

GELFAND & ARPE, P.A.
ATTORNEYS AT LAW

ONE CLEARLAKE CENTRE
250 SOUTH AUSTRALIAN AVE.
SUITE 1010
WEST PALM BEACH, FL 33401-5014

(561) 655-6224
WEST PALM BEACH

1-800-355-6224
BROWARD/BOCA RATON
FACSIMILE (561) 655-1361
Email: ga@gelfandarpe.com

MICHAEL J. GELFAND

MARY C. ARPE

TANIQUE G. LEE

JOANNE GELFAND†
OF COUNSEL

† ALSO ADMITTED IN N.Y. AND D.C.
*BOARD CERTIFIED REAL ESTATE LAWYER

BY APPOINTMENT:

COMPSON FINANCIAL CENTER
980 NORTH FEDERAL HIGHWAY
SUITE 434
BOCA RATON, FL

REPLY TO WEST PALM BEACH

December 15, 2000

SENT BY FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendment Filings
409 East Gaine Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 19 PM 3:37

**Re: Banyan Estates Property Owners' Association, Inc.
/Amendments**

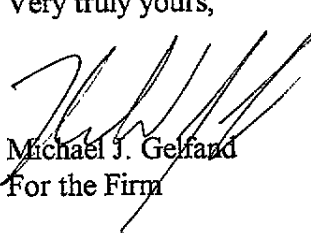
Dear Sir/Madame:

Enclosed is an original Second Articles of Amendment to the Articles of Incorporation of Banyan Estates Property Owners' Association, Inc. and the Association's check number 1206 in the amount of \$52.50 payable to: Secretary of State.

Please accept the Articles for filing and apply the fee to the filing. When the Second Articles of Amendment have been filed, then please forward a certified copy of the Articles to my attention in the firm's West Palm Beach offices.

Thank you in advance for your cooperation. If you should have any questions or comments, then please do not hesitate to call me.

Very truly yours,


Michael J. Gelfand
For the Firm

500003506255--8
-12/19/00--01089--001
*****52.50 *****52.50

MJG/kgm
Enclosures
cc: Banyan Estates Property
Owners Association, Inc.

Amend.

F:\GG\01520divcorp.wpd

V SHEPARD JAN 3 . 2001

**SECOND ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

BANYAN ESTATES PROPERTY OWNERS' ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 19 PM 3:37

FIRST. The name of this corporation is: **BANYAN ESTATES PROPERTY OWNERS' ASSOCIATION, INC.**

SECOND. The text of amendments adopted to the corporation's Articles of Incorporation is set forth in the attached Exhibit.

THIRD. The date of adoption of the amendments to the corporation's Articles of Incorporation was October 2, 2000, and the number of votes cast for the amendments was sufficient for approval, in excess of seventy-five percent of the members' votes.

FOURTH. The date the amendments to the corporation's Articles of Incorporation were approved by the Association's board of directors was September 14, 2000.

DATED this ____ day of December, 2000.

Donald Roll
Witness Donald Roll

Steve Lamb
Steve Lamb, President

Diana McCauley
Witness Diana McCauley

Mark M. McCauley
Witness Mark M. McCauley

Helen McAfee
Helen McAfee, Secretary

Penelope S. York
Witness Penelope S. York.

STATE OF FLORIDA)

[CORPORATE SEAL]

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this ____ day of December, 2000 by Steve Lamb, President, and Helen McAfee, Secretary, of Banyan Estates Property Owners' Association, Inc., who are personally known to me or who have produced _____ as identification and who did take an oath that the matters contained therein were true and correct.

PRINT NAME:

Notary Public, State of Florida

Serial Number:

My commission expires:



Mary L. Roll
MY COMMISSION # CC887411 EXPIRES
November 26, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

F:\Gg\01520secart.wpd

**EXHIBIT
TO THE
ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
BANYAN ESTATES PROPERTY OWNERS' ASSOCIATION, INC.**

The Articles of Incorporation of Banyan Estates Property Owners' Association, Inc. shall be amended as follows (the language added is underlined; the language deleted is ~~struck out~~):

1) Article of Incorporation IV entitled "Membership" (pages 2-3, as amended by Articles of Amendment filed June 16, 1978) shall be further amended as follows:

1. The members of the Corporation shall be:

~~(a) The developer which is B.E. & L. Development Corporation, its successors or assigns; and~~

~~(b) A~~ all owners of lots, or other fee interests in the Property described on Exhibit "A" attached hereto.

2. The interest of any member in any lot or parcel of property described in Exhibit "A" attached hereto or in this Corporation cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to the said part of the Property owned by them. No person shall be a member of the Corporation after he ceases to be the owner on record of a lot or parcel of property described Exhibit "A" attached hereto. The directors of the Corporation may, after affording the member an opportunity to be heard, suspend any person from membership in the Corporation during any period of time when there exists a lien or violation of the said Covenants and Restrictions (including, but not limited to, failure to make any payment to the Corporation when due and payable or failure to satisfy a lien placed upon a lot or parcel by the Corporation under the terms hereof) with respect to the portion of the Property he owns.

3. Voting by members of this Corporation in the affairs of the Corporation shall be as set forth in the By-Laws of this Corporation.

~~4. Members of the Corporation, other than the Developer, B.E. & L. Development Corporation, shall be entitled to elect a majority of the Board of Directors of the Corporation, notwithstanding the fact that the Developer may then own a majority of the lots in the Property, at the earliest happening of the following: (i) three (3) years from the date of the first sale of a lot on the Property, or (ii) When 30% of the lots on the Property have been sold, at which time the Developer's membership and right to vote shall cease except as to any unsold lots which it may retain at that time and subject to the~~

~~abovementioned qualification that after said date the Developer shall be entitled to elect no more than a minority of the Board of Directors, if it has sufficient votes to do so, but no more than such a minority.~~

- 2) Article of Incorporation IX entitled "By-Laws" (page 4) shall be amended as follows:

The By-Laws of the Corporation shall be adopted by the Board of Directors. Amendment, alteration, or rescission of said By-Laws shall be accomplished at a duly constituted membership meeting held for that purpose, provided, however, that no amendment shall take effect unless approved by members representing at least two-thirds ~~three-fourths~~ of the total votes of the members of the Corporation.

- 3) Article of Incorporation XII entitled "Amendments" (page 5, as amended by Articles of Amendment filed June 16, 1978) shall be further amended as follows:

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose ~~by the Director upon no less than 14 days prior notice provided, however, that no amendment shall take effect unless approved by members representing at least two-thirds of the total vote of the members of the Corporation by 75% vote of the votes cast.~~

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided in the By-Laws, of intention to submit such amendments.

~~3. Until three (3) years from the date of the first sale of a lot in Banyan Estates by B E & L Development Corporation, or until thirty percent (30%) of the lots of Banyan Estates have been sold, WHICHEVER SHALL FIRST OCCUR, these Articles of Incorporation may be amended by the vote of a majority of the Board of Directors without membership approval and no amendment made prior to said date pursuant to Sections 1 and 2 above shall be effective without the consent of the Board of Directors.~~

5. Article of Incorporation XIII entitled "Location" (page 5) shall be amended as follows:

The location of this Corporation shall be as 8501 Estate Drive 2831 Exchange Court, West Palm Beach, Florida 33411 33409.