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FILED
95 DEC 16 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 12, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/17/96--01011--008
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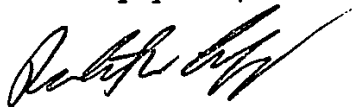
Re: VICTORIA PARK CIVIC ASSOCIATION, INC.

Gentlemen:

In reference to the above captioned corporation, enclosed herewith please find my check payable to your order in the amount of \$35.00, in exchange for which I would appreciate your filing the enclosed ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION of VICTORIA PARK CIVIC ASSOCIATION, INC., and, forwarding your Certificate to the undersigned.

Thanking you in advance for your cooperation, I am,

Sincerely yours,



Robert W. Crawford
RWC/br
Encls.

Amend

VS DEC 26 1996

**ARTICLES OF AMENDMENT
of the
Victoria Park Civic Association, Inc.**

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1. Article II of the Articles of Incorporation of the Corporation is hereby amended to read:

Article II

The general purpose of the corporation is to unify the residents of the Victoria Park area to further their common welfare, in the best interests of Victoria Park.

2. Article VI of the Articles of Incorporation of the Corporation is hereby amended to read:

Article VI

The affairs of the corporation are to be managed by the Officers (a President, Vice President, Treasurer, and Secretary) who shall comprise the total Board of Directors. The Officers and Directors shall be elected annually by the voting membership of the Association, as provided for in the Bylaws of the Association.

3. Article VIII of the Articles of Incorporation of the Corporation is hereby amended to read:

Article VIII

Vacancies on the Board of Directors shall be filled by election of the voting membership at the next scheduled membership meeting.

4. Article IX of the Articles of Incorporation of the Corporation is hereby amended to read:

Article IX

Amendment to these Articles of Incorporation shall be made in the following manner: the Articles of Incorporation may be amended by a two-thirds vote of the voting members present at any membership meeting or special meeting, provided that written notice of the amendment shall be given to the membership prior to the next membership meeting. A quorum to vote to amend the Articles of Incorporation of the corporation shall be fifty (50) voting members, or 10% of the voting membership, whichever is greater.

5. Article X of the Articles of Incorporation of the Corporation is hereby amended to read:

Article X

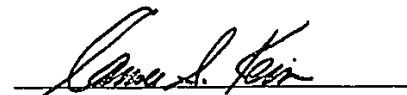
The Bylaws of the corporation may be altered or amended in the following manner: the Bylaws may be amended by a two-thirds vote of the voting members present at any membership meeting or special meeting, provided that written notice of the amendment shall be given to the membership prior to the next membership meeting. A quorum to vote to amend the Bylaws shall be fifty (50) voting members, or 10% of the voting membership, whichever is greater.

The foregoing amendment was adopted by unanimous vote of the Directors and the vote of at least two-thirds of the Members of the Corporation entitled to vote in a meeting of the members held on December 3, 1996, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 617.017, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation has executed these Articles of Amendment this 3 day of Dec., 1996.



President
Cynthia Moore-Eden



Secretary

(CORPORATE SEAL)