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November 13, 2000

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**CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS**

Department of State
P.O. Box 6327
Tallahassee, FL 32301

**RE: Villas of Burwick and Thurston Homeowners Association, Inc.;
Amendment to Articles of Incorporation**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Villas of Burwick and Thurston Homeowners Association, Inc.** (with a certified copy of the amendments attached), as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

International Offices: Thank you for your attention to this matter.

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

Very truly yours,

PETER C. MOLLENGARDEN
For the Firm

PCM/dj
Enclosures

cc: Board of Directors,

Villas of Burwick and Thurston Homeowners Association, Inc.
180525_1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 16 AM 9:26

FILED

ac 11-28
Amend

Prepared by Jay Levine Esq.
824 US1
North Palm Beach FL

FIRST AMENDMENT TO ARTICLES OF INCORPORATION OF:

VILLAS OF BURWICK AND THURSTON
HOMEOWNERS ASSOCIATION, INC.

(a Corporation not for profit under the law of the
State of Florida)

WHEREAS, the Articles of Incorporation of the VILLAS OF
BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC. (hereinafter
referred to as the "Association") were executed on June 19, 1980.
A copy of same, certified by the current President and Secretary
of the Association to be the original Articles of Incorporation,
is filed and recorded herewith in the Public Records of Palm
Beach County, Florida;

WHEREAS, Article 11 of the Articles of Incorporation of
VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC.,
(hereinafter referred to as the "Association"), provides for
amendment of the Articles of Incorporation by sixty (60%) percent
of the Board of Directors and seventy-five (75%) percent of the
members of the Association; and

WHEREAS, the foregoing amendments additionally require
the written joinder of the PGA Property Owners Association, Inc.;
and

WHEREAS, a Meeting of the Board of Directors was held,
with quorum present, on January 24, 1984, at which meeting at
least sixty (60%) percent of the Board of Directors did vote to
amend the Articles of Incorporation in the various particulars as
set forth below;

WHEREAS, a Special Meeting of the members of the
Association was held on January 24, 1984, at which meeting a
quorum of the membership of the Association was present in person
or by proxy, and at which meeting at least seventy-five (75%)
percent of the members of the Association did vote to amend the
Articles of Incorporation of the Association in the various
particulars as set forth below;

WHEREAS, this document shall be filed with the
Secretary of State;

WHEREAS, a photocopy of this document together with a
Certificate of Amendment from the Secretary of State and together
with a Certification from the President and Secretary of the
Association as to the requisite number of votes of the Board of
Directors and Unit Owners shall be filed in the public records of
Palm Beach County, Florida; and

WHEREAS, the PGA Property Owners Association, Inc., did
approve the Amendments state herein below, which approval is
evidenced by the Certificate of Approval attached hereto and made
a part hereof.

NOW THEREFORE, the Articles of Incorporation of VILLAS
OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC. be and are
hereby amended and shall state as provided for herein below,
which amendments shall run with the real property known as the
VILLAS OF BURWICK AND THURSTON, and shall be binding on all
parties having a right, title or interest in said real property
or any part thereof, their heirs, successors, and assigns, and
shall inure to the benefit of each owner thereof. The Amendments
are as follows:

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19,60

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1. Article 9 of the Articles of Incorporation is hereby deleted in its entirety and the following provisions substituted in its place:

"9. BOARD OF DIRECTORS.

The Board of Directors shall consist of five (5) persons."

2. Article 10 of the Articles of Incorporation is hereby deleted in its entirety and the following provisions substituted in its place:

"10. BY-LAWS.

The original By-Laws are to be made by the Board of Directors. The same may thereafter be amended only as provided for in the By-Laws. All amendments to the By-Laws must contain the written joinder of the PGA Property Owners Association, Inc."

3. Article 11 of the Articles of Incorporation is hereby deleted in its entirety and the following provisions substituted in its place:

"11. AMENDMENT TO ARTICLES.

Amendment to these articles shall be proposed and adopted in the following manner:

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

B. Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by a majority of the members of the Association. Directors not present in person and members not present in person or by proxy, at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary in accordance with provisions in the By-Laws relative thereto. The approvals must be:

1. By not less than 80% of the entire membership of the Board of Directors; and

2. By not less than 80% of those unit owners which are present and voting in person and by proxy at the meeting at which the amendments are considered.

C. Written Joinder. All amendments to the Articles must contain a written joinder of the PGA Property Owners Association, Inc.

D. Recording. A copy of each amendment along with the Written Joinder provided for above shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law. A copy certified by the Secretary of State shall be mailed to all unit owners and in the discretion of the Board of Directors, may be recorded in the Public Records of Palm Beach County, Florida."

4. All other provisions which are not amended hereby shall remain the same and in full force and effect.

B4273 P0249

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC.**

The undersigned officers of Villas of Burwick and Thurston Homeowners Association, Inc. do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article 11 thereof, by the membership at a duly called and noticed meeting of the members held JANUARY 24, 1984. The amendments adopted by the members and the number of votes cast for the amendment was sufficient for approval.

(SEE ATTACHED)

WITNESS my signature hereto this 10 day of Nov., 2000, at Palm Beach Gardens, Palm Beach County, Florida.

**VILLAS OF BURWICK AND THURSTON
HOMEOWNERS ASSOCIATION, INC.**

Jeannie Quinch
Witness

BY: Joseph E White (SEAL)
President

Missy Waddell
Witness

ATTEST: James W Wesson (SEAL)
Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 10 day of November, 2000, by Joseph E White and JAMES W WESSON, as PRESIDENT and SECRETARY, respectively, of Villas of Burwick and Thurston Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me or have produced identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Tracy M Horner (Signature)

TRACY M HORNER (Print Name)
Notary Public, State of Florida at Large



Tracy M. Horner
Commission # CG 912441
Expires April 2, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE OF ADOPTION OF AMENDMENTS
TO THE ARTICLES OF INCORPORATION OF THE
VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC.**

WE HEREBY CERTIFY that the attached amendments were duly adopted as amendments to the Articles of Incorporation of the VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC., and that at least sixty (60%) percent of the entire membership of the Board of Directors and not less than seventy-five (75%) percent of the unit owners vote and approve same at respectively duly called and held meetings at which Quorums were present.

DATED this 9 day of May, 1984.

WITNESSES:

VILLAS OF BURWICK AND THURSTON
HOMEOWNERS ASSOCIATION, INC.

Norma M. Calhoun

Harrah B. Bearden
PRESIDENT

Estel Olson

Leticia M. Zamberletti
SECRETARY

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on 9 day of May, 1984, before me personally appeared Harrah Bearden and Leticia Zamberletti, President and Secretary respectively of the VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, to me known to be the individuals and officers described in and who executed the aforesaid certification as their free acts and deeds as such duly authorized officers; and that the official seal of the corporation is duly affixed and the instrument is the act and deed of the corporation.

WITNESS my signature and official seal at 191 Cypress Point Drive, Bch. Gardens, FL, in the County of Palm Beach, State of Florida, the day first and year first aforesaid.

Patricia A. Erdman
NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 28, 1984
BONDED THRU GENERAL INS. UNDERWRITERS

**CERTIFICATE OF APPROVAL
OF THE PGA PROPERTY OWNERS ASSOCIATION, INC.**

WHEREAS, the undersigned acknowledges that pursuant to Article 11, of the Articles of Incorporation of the VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC., the PGA PROPERTY OWNERS ASSOCIATION, INC. is required to approve any amendments to the said Articles of Incorporation.

THEREFORE, the undersigned hereby consents to each and every one of the foregoing Amendments to the Articles of Incorporation of the VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC.

84273 P0250

DATED this 21 day of May, 1984.

WITNESSES:

PGA PROPERTY OWNERS ASSOCIATION,
INC.

Cordine Colozzo
Pauline Veatch

By: E. Llwyd Ecclestone, Jr.

President: E. Llwyd Ecclestone,
Jr.

(corporate seal)

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 21 day of May, 1984, before me personally appeared E. LLWYD ECCLESTONE, JR., President of the PGA PROPERTY OWNERS ASSOCIATION, INC., a Florida non-profit corporation, to me known to be the individual and officer described in and who executed the aforesaid Certificate as of his free act and deed as such duly authorized officer; and that the official seal of the corporation is duly affixed and the instrument is the act and deed of the corporation.

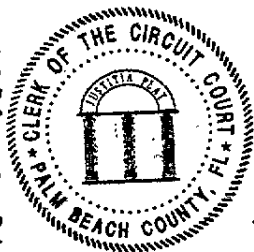
Beach, WITNESS my signature and official seal at West Palm, the County of Palm Beach, State of Florida, the day and year last aforesaid.

Dorothy H. Wilken
NOTARY PUBLIC, State of Florida,
at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES DEC 10 1983
LOUISIANA

84273 P0251



STATE OF FLORIDA - PALM BEACH COUNTY

I hereby certify that the
foregoing is a true copy
of the record in my office.

THIS 7th DAY OF November, 2000
DOROTHY H. WILKEN,
CLERK OF CIRCUIT COURT

By John S. Dunkle

Deputy Clerk

RECORD VERIFIED
PALM BEACH COUNTY FLA
JOHN S. DUNKLE
CLERK CIRCUIT COURT