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Neloise Bell, Secretary
Villas of Burwick and Thurston HOA
63 Balfour Road
Palm Beach Gardens, FL 33418

FILED
01 MAR -8 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 5, 2001

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*****35.00 *****35.00

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment
Villas of Burwick and Thurston Homeowners Association Inc.
a Not-for-Profit Corporation

Gentlemen:

Enclosed is the Certificate of Amendment to the Articles of Incorporation for the above-referenced. Also, enclosed is check payable to the Florida Department of State in the amount of \$35.

Please send letter of confirmation of filing to the following:

Neloise Bell, Secretary
Villas of Burwick and Thurston HOA
63 Balfour Road
Palm Beach Gardens, FL 33418

Yours truly,

Amord
3-13-01
MBS



Neloise Bell, Secretary

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 attached Second Amendment to the Articles of Incorporation of said corporation is a true and correct copy of said Second Amendment, amended pursuant to Article 11 thereof by the membership at a duly called and noticed meeting of the members held January 15, 2001. The Second Amendment adopted by the members and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, executed this 27th day of February 2001 at Palm Beach Gardens, Palm Beach County, Florida.

Witnesses:

Stacy Lunny
Judy Johnson

VILLAS OF BURWICK AND THURSTON
HOMEOWNERS ASSOCIATION, INC.

By: Joseph E. White (SEAL)
Joseph E. White, President

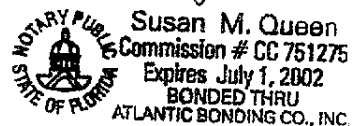
Attest: Neloise Bell (SEAL)
Neloise Bell, Secretary

State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me this 27th day of February 2001 by Joseph E. White and Neloise Bell, 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 presented _____ as identification and did take an oath.

Witness my hand and seal this 27th day of February 2001.

Susan M. Queen
Notary Public, State of Florida
Commission No.
Commission expires:



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

WE HEREBY CERTIFY that the attached Second Amendment was duly adopted as an Amendment to the Articles of Incorporation of the VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC., and that at least eighty (80%) percent of the Board of Directors and not less than eighty (80%) percent of the unit owners who were present and voting in person and by proxy at the meeting at which the Second Amendment was considered, did vote and approve same at respectively duly called and held meetings at which Quorums were present.

DATED this 22 day of January, 2001.

WITNESSES:

VILLAS OF BURWICK AND THURSTON
HOMEOWNERS ASSOCIATION, INC.

Missy Waddell

James E. White
PRESIDENT

Jeanne Zurich

Sam W. Wilson
SECRETARY

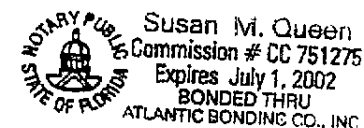
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on 22nd day of January, 2001, before me personally appeared Joseph E. White and James W. Wesson, 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 Palm Beach Gardens,
the County of Palm Beach, State of Florida, the day and year first aforesaid.

y Commission Expires:

NOTARY PUBLIC,
State of Florida



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

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

THEREFORE, the undersigned hereby consents to the Second Amendment to the Articles of Incorporation of the VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC.

DATED this 21 day of Nov, 2000.

WITNESSES:

Peggy J. Nagel
Colleen Tisley

PGA PROPERTY OWNERS ASSOCIATION,
INC. —

By: Phillip S. Lyden
President
(corporate seal)

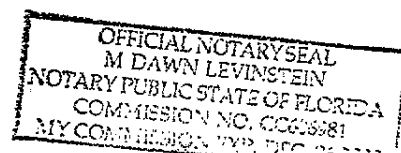
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 21 day of November, 2000, before me personally appeared Phillip S Lyden 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.

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

My commission expires:

[Signature]
NOTARY PUBLIC, State of Florida



Return to: ✓
Joseph E White
15 Tournament Blvd.
Palm Beach Gardens, FL 33418

SECOND AMENDMENT TO ARTICLES OF INCORPORATION OF:

VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION

WHEREAS, the Articles of Incorporation of the VILLAS OF BURWICK AND THURSTON HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association") were filed on June 20, 1980 with the Secretary of State and given Charter Number 753030. A copy of same, certified by the current President and Secretary of the Association to be the original Articles of Incorporation were recorded in the Public Records of Palm Beach County, Florida, in Official Records Book 4273, Page 0242.

WHEREAS, a First Amendment to the Articles of Incorporation of the Association was approved by the Board of Directors and the Members of the Association and filed with the Secretary of State on November 16, 2000, and recorded in the Public Records of Palm Beach County, Florida in Official Records Book 4273, Page 0248; and

WHEREAS, a meeting of the Board of Directors was held, with quorum present, on November 6, 2000, at which meeting at least 80% of the Board of Directors did vote to amend the Articles of Incorporation; and at the Annual Meeting of the Members of the Association held on January 15, 2001, with quorum present, at least 80% of the Members present and voting in person or by proxy did vote to amend the Articles of Incorporation all in the various particulars as set forth below; and

WHEREAS, a copy of this Amendment 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.

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 Amendment 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 following Articles and Paragraphs of the Articles of Incorporation as amended by the First Amendment are further amended as follows: Words Underlined are added and words ~~lined through~~ are deleted. For brevity purposes "..." (3 dots) indicate language intentionally not stated because same is not being changed or amended.

Article 2. Purposes. Paragraph E. is changed to read as follows:

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such building structures, landscaping, paving, street lighting and equipment, both real and personal, related to the upkeep, maintenance and appearance of the Community and to the health, safety and welfare of the Members of the Association, as the Board of Directors by majority vote determines necessary and appropriate and/or convenient ~~and which seventy-five (75%) percent of the members approve, either by vote at a meeting duly called or in writing.~~

Article 4. Voting Rights. is deleted in its entirety and the following is inserted in its place.

4. Voting Rights.

Every owner of a Lot shall automatically become a Member of the Association. The Members of the Association will have one vote for each Lot owned. Where more than one person owns an interest in a Lot, all such persons shall be Members of the Association and the vote for such Lot shall be exercised as they, among themselves, determine but in no event shall more than one vote be cast with respect to any such Lot.

Article 7. Directors and Officers. is changed to read as follows:

Article 7. Directors and Officers.

The affairs of the corporation shall be managed by its Board of Directors. The officers of the corporation shall be a President, Vice-President, Treasurer and Secretary, which officers shall be elected annually by the Board of Directors. The Directors and officers may lawfully and properly exercise the powers set forth in ~~paragraph Article 12~~ Article 11 hereof. ...

Article 8. Names of Officers. Delete this Article in its entirety

Article 9. Board of Directors. now becomes Article 8. Board of Directors.

Article 10. By-Laws. now becomes Article 9. By-Laws.

Article 11. Amendment to Articles. now becomes Article 10. Amendment to Articles.

Article 12. Power. now becomes Article 11. Power.

Article 12. Power. Paragraph A. is changed to read as follows:

A. All of the powers set forth and described in ~~Section 617.031~~ Chapter 617 and 720 of the Florida Statutes.

Article 12. Power. Paragraph B. is changed to read as follows:

B. 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 Property intended to provide for the enjoyment, recreation, or other use of benefit of the Unit Owner, provided any such agreement receives the written approval of not less than 51% of the Lot Owners.

Article 13. Indemnification. now becomes Article 12. Indemnification.

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