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BASIC AMENDMENT
THE TOWN FOUNDATION, INC.

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AMEND
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2/3/2003
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FAN: H03-40498

ARTICLES OF AMENDMENT

THESE ARTICLES OF AMENDMENT are adopted by ^{The} Town Foundation, Inc., a Florida corporation not-for-profit, which states:

1. The name of the corporation is ^{The} Town Foundation, Inc.
2. The text of the amendment adopted is attached hereto and made a part hereof as Exhibit "A."
3. There are members entitled to vote on the proposed amendment and such members voted to adopt same at a duly constituted meeting thereof held March 31, 1999.
4. At such meeting, and ^{The} in accordance with Article VIII of the Amended and Restated Articles of Incorporation of Town Foundation, Inc., 66 and 2/3 percent of the votes of the Class A Members and all of the votes of the Class B Member were cast in favor of such amendment.
5. Accordingly, the number of votes cast for the amendment was sufficient for approval.

THE TOWN FOUNDATION, INC.
a Florida corporation not-for-profit

By: Ronald P. Captena ^{RONALD P. CAPTENA} President

ATTEST:

William G. Petkoski ^{William G. Petkoski} Secretary

[CORPORATE SEAL]

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EXHIBIT "A"

FAN: H03-40498

Article II of the Amended and Restated Articles of Incorporation of Town Foundation, Inc. is hereby amended and restated to read:

Notwithstanding anything in the Covenants, the Association's By-Laws or Chapter 617, Florida Statutes to the contrary, the sole purpose and power of the Association shall be to contract, from time to time, for cable television service for its Members, to perform all obligations under any such contract by which the Association is bound and to exercise all powers and duties reasonably incidental thereto including, without limitation, the collection and remittance of assessments for same; provided, however, that:

A. The Association shall also have the power to perform all of its duties and obligations under any contract (including, without limitation, a contract for roving patrol) by which the Association is bound as of March 31, 1999, but the Association shall not renew or extend any such contract for a term beyond December 7, 2002;

B. The Association may continue to perform its architectural control and use restriction/rule enforcement functions under the Covenants until March 31, 2005, with such date to be extended one (1) day for each day there exists any moratorium on the issuance of building permits or on the approval of plats, site plans or any other development permit which is required in order to develop land or construct buildings imposed by the City of Weston, Broward County, the State of Florida or any other governmental authority; and

C. The Association shall also have the power to perform its obligations under the Transfer Agreement dated December 21, 1998 by and among the Association, the City of Weston and Arvida/JMB Partners including, without limitation, the transfer of reserve funds per said Transfer Agreement.

The Association shall not amend these Articles of Incorporation to expand any of the above-stated powers and shall not merge or consolidate with any other corporation if the result of which would be to expand said powers.

The Association is not organized for profit and no part of the net earnings, if any, of the Association shall inure to the benefit of any Member or individual person, firm or corporation.

The definitions set forth in the Covenants are incorporated herein by this reference.

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