

LAW OFFICES

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JUL -6 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply To:

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Ft. Lauderdale, FL 33312
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June 29, 1999

Secretary of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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

Re: **Leisure Living Estates Condominium Association, Inc.**
Articles of Amendments to Articles of Incorporation

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Amendments to Articles of Incorporation for the above-referenced corporation. Please file the original, conform the copy and return it to me in the enclosed self-addressed, stamped envelope. Also enclosed is a check in the amount of \$35.00 payable to the Secretary of State to cover the filing fee.

If you have any questions, please contact me.

Sincerely,

Cathy Williams
Cathy Williams
Secretary to C. John Christensen

/caw
Encls.

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V. SHEPARD JUL 13 1999

Amend.

V. SHEPARD JUL 13 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
99 JUL -6 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEISURE LIVING ESTATES CONDOMINIUM ASSOCIATION, INC.

THE UNDERSIGNED officers of the LEISURE LIVING ESTATES CONDOMINIUM ASSOCIATION, INC., the not-for-profit Florida corporation organized and existing to operate and maintain the LEISURE LIVING ESTATES, A CONDOMINIUM, according to the Declaration of Condominium thereof, as recorded in O.R. Book 2446, Page 0198, et. seq., as amended, Public Records of Brevard County, Florida, hereby certify and confirm that the following amendments to the Articles of Incorporation of the Association, recorded at O.R. Book 2446, Page 0249, et. seq., as amended, of the Public Records of Brevard County, Florida, were approved by not less than two-thirds (2/3rds) of the Association membership, in person or by proxy, at a membership meeting held April 27, 1999. The undersigned hereby certify and confirm that the amendment was proposed and adopted in accordance with the condominium documents and applicable law. The number of votes was sufficient for adoption.

Additions indicated by underlining
Deletions indicated by strike-through
Unaffected, omitted, language indicated by ...

ARTICLE VI
PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 2580 South Highway A1A Atlantic Avenue, Melbourne Beach, Florida 32951, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

...

ARTICLE VIII
DIRECTORS

~~The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of a succeeding Board shall be as provided from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the members as provided by the Bylaws of the Corporation. Each member of the Board of Directors shall be a member of the Corporation or shall be an authorized representative, officer or employee of a corporate member of the Corporation. The DEVELOPER may designate and select the person or persons to serve as a member or members of each said Board of Directors, while the DEVELOPER is in control of the ASSOCIATION in the manner provided in the Bylaws of the Corporation. Any such person appointed by the DEVELOPER to serve on the Board of Directors of the Corporation need not be an owner of a MOBILE HOME UNIT or a contract vendee thereof.~~

...

ARTICLE X
FIRST BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the Bylaws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
William F. Hoffman	2255 North Courtenay Parkway Merritt Island, Florida 32952
Barbara J. Hoffman	2255 North Courtenay Parkway Merritt Island, Florida 32952
Lewis R. Pearce	2255 North Courtenay Parkway Merritt Island, Florida 32952

ARTICLE XI
SUBSCRIBERS

The names of the Subscribers to these Articles of Incorporation and their respective addresses are more particularly set forth as follows:

Lewis R. Pearce	2255 North Courtenay Parkway Merritt Island, Florida 32952
William F. Hoffman	2255 North Courtenay Parkway Merritt Island, Florida 32952
Barbara J. Hoffman	2255 North Courtenay Parkway Merritt Island, Florida 32952

ARTICLE XII
FIRST OFFICERS

The Officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

PRESIDENT	William F. Hoffman
SECRETARY	Lewis R. Pearce
TREASURER	Barbara J. Hoffman

ARTICLE XIII
ADOPTION OF BYLAWS

The original Bylaws of the Corporation shall be adopted by a majority vote of the members of the first Board of Directors of the Corporation present at the first meeting of said Board of Directors at which a quorum is present, and thereafter such Bylaws may be altered or rescinded only in such manner as said Bylaws may provide.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

- (A) Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgments,

finances and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- (B) Expenses. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph (A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- (C) Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article, or as otherwise permitted by law.
- (D) Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- (E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.
- (F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, connected with such office; provided that, in the event of any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XVI
AMENDMENTS

C. ~~Notwithstanding the foregoing provisions of this Article XV, no Amendment to these Articles of Incorporation which shall abridge, amend or alter the right of DEVELOPER to designate and select members of each Board of Directors of the Corporation as provided in ARTICLE VIII hereof, may be adopted or become effective without the prior written consent of DEVELOPER.~~

(THE REMAINDER OF THE ARTICLES OF INCORPORATION IS UNCHANGED.)

Executed this 14th day of June, 1999.

Signed, sealed and delivered
in the presence of witnesses:

LEISURE LIVING ESTATES
CONDOMINIUM ASSOCIATION, INC.

Shelby W. Sutherland
Print SHELBY W. SUTHERBURG

✓ By: Verle Drinkwater
Print Verle Drinkwater
VERLE DRINKWATER, President

Mary Sullivan
Print MARY SULLIVAN

Address 2580 St Mary AIA
Melbourne Beach FL 32951

STATE OF MAINE)
COUNTY OF Penobscot)

BEFORE ME, the undersigned authority, personally appeared VERLE DRINKWATER, to me personally known to be the President of LEISURE LIVING ESTATES CONDOMINIUM ASSOCIATION, INC., or having produced Maine Driver License as identification and ~~did not take~~ an oath, and he acknowledged before me that he freely and voluntarily executed the same as such officer, under authority vested in him by said Corporation.

WITNESS my hand and official Seal in the State and County last aforesaid, this 14th day of June, 1999.

Nancy M. Hatch
Notary Public, State of Maine at Large.
Printed Name: Nancy M. Hatch
My commission expires: 4-30-2003

Nancy M. Hatch
Notary Public • State of Maine
My commission expires April 30, 2003

ATTEST:

Leida Ristu
Print Leida RISTU

By: John Ricciardo
Print John Ricciardo
JOHN RICCIARDO, Secretary
Address 2580 South AIA, #70
Melbourne Beach, FL 32951

Cynthia M. Foster
Print Cynthia M. Foster

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared JOHN RICCIARDO, to me personally known to be the and Secretary of LEISURE LIVING ESTATES CONDOMINIUM ASSOCIATION, INC., or having produced Florida Dune Lic as identification and did/did not take an oath, and he acknowledged before me that he freely and voluntarily executed the same as such officer, under authority vested in him by said Corporation.

WITNESS my hand and official Seal in the State and County last aforesaid, this 28 day of June, 1999.

Carol E. Nuvy
Notary Public, State of Florida at Large.

Printed Name: CAROL E. NUVY

My commission expires:

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