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(Requestor's Name)

From: (305) 442-3334
L. Chere Trigg, Esquire
Siegfried Rivera, Lerner et al
201 Alhambra Circle
Suite 1102
Coral Gables, FL 33134

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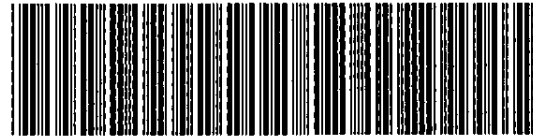
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201 ALHAMBRA CIRCLE | SUITE 1102 | CORAL GABLES, FLORIDA 33134
MIAMI-DADE 305.442.3334 | FAX 305.443.3292 | TOLL FREE 800.737.1390

L. CHERE TRIGG
LCTRIGG@SIEGFRIEDLAW.COM

REPLY TO CORAL GABLES OFFICE

July 7, 2011

VIA FEDERAL EXPRESS

Secretary of State
Amendment Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Old Cutler Lakes by the Bay Community Association, Inc. ("Association")

Dear Sir/Madam:

Enclosed please find Articles of Amendment for the Association's Articles of Incorporation, which were filed on September 21, 1983. In addition, enclosed please find check made payable to the Florida Department of State, in the amount of \$43.75, representing the fee for filing the Articles of Amendment and obtaining a certified copy of same. Please mail a certified copy of the Articles of Amendment in the enclosed self-addressed stamped envelope.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact our office.

Sincerely yours,

SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & SOBEL, P.A.

L. Chere Trigg

L. Chere Trigg

LCT/mv
cc: President
Property Manager
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**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
OLD CUTLER LAKES BY THE BAY COMMUNITY ASSOCIATION, INC.**

1. The Articles of Incorporation of Old Cutler Lakes By the Bay Community Association, Inc., a Florida corporation not-for-profit (the "Association"), created pursuant to Chapter 617, Florida Statutes were filed on September 21, 1983.
2. Pursuant to the provisions of Section 617.1006, Florida Statutes, the Association adopts the following Articles of Amendment to its Articles of Incorporation.
3. New Language is indicated by underscoring type.
Deleted language is indicated by ~~struck through~~ type.
4. Article V, Section C of the Articles of Incorporation:

"Member" or "Members" as used herein to identify those member associations with voting rights in the Association shall be equivalent to "Delegate" unless the context indicates otherwise. Said Delegates shall represent the following Member Associations:

Lakes by the Bay Estate Homes Association, Inc.
Beacon Hill Homeowners Association, Inc.
Catalina Homeowners Assoc., Inc.
Catalina West Homeowners Association, Inc.
Laguna Point North Homeowners Association, Inc.
Montego Bay Homeowners Association, Inc. of Dade County
Windy Pointe Homeowners Association, Inc.
Estate Homes at Monterey Lakes Association, Inc.
Patio Homes at Monterey Lakes Homeowners Association, Inc.
Precious Homes at Lakes by the Bay Homeowner's Association, Inc.
Windy Pointe Condominiums Association I, Inc.

5. Article V, Section B(1)(a) of the Articles of Incorporation:

A Delegate must be a record owner of the Member Association he or she represents. The Delegate shall be appointed by a majority of the Board of Directors of the Member Association which the Delegate shall represent. The Delegate shall serve for a term beginning on the date of the meeting where he or she is elected and until the Member Association's Board of Directors removes the Delegate. There shall be no limit on the number of terms a Delegate may serve. The Member Association shall have the option to remove its Delegate and appoint a new Delegate at any time as provided herein. A Delegate may be removed by a majority of the Board of Directors of the Member Association the Delegate represents. If a Delegate is removed, or if a Delegate conveys title to his or her lot or resigns, a new Delegate shall be appointed by a majority of the Board of Directors of the Member Association that the departing Delegate represented

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and such appointment shall be in writing to the Master Association. The successor Delegate shall serve the remaining term of the departed Delegate. A Delegate may vote by proxy.

6. Article VII, Section 7.2 of the Articles of Incorporation:

~~The affairs of the Association shall be managed by a Board of Directors as provided in the By-Laws, but not less than three (3). So long as Declarant shall have the right to appoint the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be members of the Association and residents of the State of Florida. There shall be three (3) Directors appointed by the Class B member so long as the Class B member has the right to appoint the Board of Directors. After the Class B member's right to appoint the Board of Directors terminates, the Board of Directors shall be elected by the Class A members. Each director elected by Class A members shall serve for a term from the date of the meeting where he is elected until the next annual meeting. In no event can a Board member appointed by the Class B member, be removed except by action of the Class B member. Any director appointed by the Class B member shall serve at the pleasure of the Class B member, and may be removed from office, and a successor director may be appointed, at any time by the Class B member.~~

The affairs of the Association shall be governed by a Board of Directors composed of eleven (11) persons as Delegates. Each Member Association listed below shall have one (1) Delegate on the Board:

Lakes by the Bay Estate Homes Association, Inc.
Beacon Hill Homeowners Association, Inc.
Catalina Homeowners Assoc., Inc.
Catalina West Homeowners Association, Inc.
Laguna Point North Homeowners Association, Inc.
Montego Bay Homeowners Association, Inc. of Dade County
Windy Pointe Homeowners Association, Inc.
Estate Homes at Monterey Lakes Association, Inc.
Patio Homes at Monterey Lakes Homeowners Association, Inc.
Precious Homes at Lakes by the Bay Homeowner's Association, Inc.
Windy Pointe Condominiums Association I, Inc.

Each Delegate of the Member Associations listed in Article IV, Section 1 of the By-Laws shall be a director. Each director shall hold office until a successor has been elected or until his or her death, resignation, removal, conveyance of said director's title to his or her lot or judicial adjudication of mental incompetence. A director may be re-elected, and there shall be no limitation on

the number of terms a director may serve. Only Delegates are qualified to serve on the Board of Directors.

7. Article IX of the Articles of Incorporation:

Section 1. Proposal. An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by a majority of the ~~Members of the Association~~ Delegates, whether meeting as ~~Members~~ Delegates or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or ~~Members~~ Delegates, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a Special Meeting of the Members of the Association Delegates not later than sixty (60) days from the receipt by him of the proposed amendment or amendments.

Section 2. Notice. It shall be the duty of the Secretary to give each ~~Member Association~~ Member Association written notice of such meeting, stating the proposed amendment or amendments in ~~reasonable~~ reasonably detailed form, which notice shall be mailed or presented personally to each ~~Member Delegate~~ Member Delegate not less than fourteen (14) days nor more than sixty (60) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the ~~Member Delegate~~ Member Delegate at his ~~the~~ Post Office address of the ~~Member Association~~ Member Association such ~~Delegate represents~~ Delegate represents as it appears on the records of the Association, with postage thereon prepaid. Any ~~Member Delegate~~ Member Delegate may, by written waiver of notice signed by such ~~Member Delegate~~ Member Delegate, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such to such ~~member Delegate~~ member Delegate.

Section 3. Resolution. At the meeting at which the amendment is to be proposed and considered, a resolution for the adoption of the proposed amendment may be made by any member of the Board of Directors of the Association, or by any ~~Member of the Association~~ Member of the Association Delegate, present in person or by proxy.

Section 4. Approval. Except as elsewhere provided, the approval of a resolution for the adoption of a proposed amendment to the Articles of Incorporation shall require the affirmative vote of a majority of the members of the Board of Directors of the Association, and the affirmative vote of not less than seventy-five (75%) percent of the total votes that may be cast by the

approval (or disapproval) of the amendment in writing, provided that such approval is delivered to the Secretary of the Association prior to the commencement of the meeting.

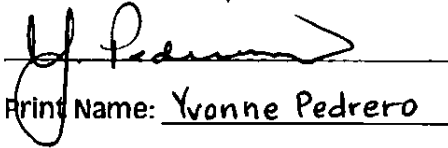
8. Pursuant to Article 9 of the Articles of Incorporation and Section 617.1002, Florida Statutes, these amendments were approved by the Board of Directors and Delegates at a duly called meeting of the Association held on July 23, 2009.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed this Amendment this 7 day of July, 2011.

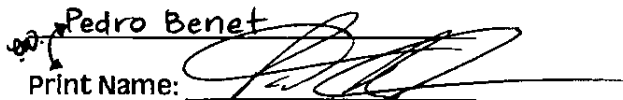
Witnesses:



Print Name: Wayne Leventhal



Print Name: Yvonne Pedrero

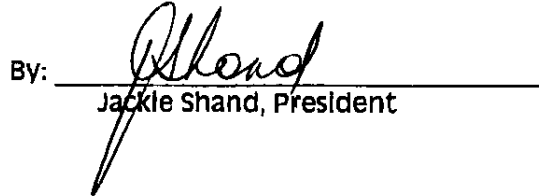


Print Name: Pedro Benet



Print Name: Tara Walker

**OLD CUTLER LAKES BY THE BAY
COMMUNITY ASSOCIATION, INC.**, a Florida
corporation not-for-profit

By: 
Jackie Shand, President

By: 
Ilyne Sbar, Secretary

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