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**FILED**  
01 APR -2 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
E-MAIL ADDRESS  
Vvetter@ghrlaw.com

March 30, 2001

Our File No.: 95082-22

Certified Mail 7099 3220 0007 6504 1009

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

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-04/02/01--01154--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: **Grand Haven Master Homeowners Association, Inc.**

Dear Sir/Madam:

In connection with the above, enclosed please find the following:

1. **Original Articles of Amendment to the Articles of Incorporation of Grand Haven Master Homeowners Association, Inc.** to be filed with the State;
2. One copy of the Articles of Amendment to Articles of Incorporation to be certified and returned to this office;
2. Check in the amount of **\$43.75** representing the filing fee of \$35.00 and the certified copy fee of \$8.75.

Please file this Amendment to Articles of Incorporation and return the certified copy to this office at the address above. Please do not hesitate to contact our office if there are any questions.

*Amend  
4-9-01  
RVS*

Very truly yours,

Ronnie Vetter  
Assistant to Gregory W. Glass

enclosures



**ARTICLES OF AMENDMENT**

TO

**ARTICLES OF INCORPORATION**

OF

**GRAND HAVEN MASTER HOMEOWNERS ASSOCIATION, INC.**

**FILED**  
01 APR -2 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, Malcolm R. Kirschenbaum, as President of Grand Haven Master Homeowners Association, Inc., a Florida not-for-profit corporation (the "Association"), for and on behalf of the Association, hereby executes these Articles of Amendment to the Articles of Incorporation of the Association:

**ARTICLE FIRST:** The name of the Association is Grand Haven Master Homeowners Association, Inc.

**ARTICLE SECOND:** Article VIII of the Articles of Incorporation of the Association is hereby amended and restated in its entirety, as follows:

**ARTICLE VIII**  
**VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

**Class A.** Class A Members shall be all Lot Owners, with the exception of the Declarant (as long as the Class B membership shall exist, and thereafter the Declarant shall be a Class A Member to the extent it would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership, as provided in Article VII, above. When more than one (1) persons holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised by the Voting Member as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

**Class B.** The Class B Member shall be the Declarant. The Class B Member shall be entitled to one (1) vote for each Lot owned by Declarant, plus two (2) votes for each vote which the Class A Members are entitled to cast from time to time; provided that the Class B membership shall cease and terminate upon the happening of any of the following events, whichever first occurs:

- (a) The sale and conveyance of seventy-five percent (75%) of the Lots developed or to be developed in Grand Haven;
- (b) December 31, 2010; or

(c) At any time prior to that date, at the election of the Declarant.

Notwithstanding the foregoing or anything contained in these Articles or the Declaration to the contrary, the Declarant shall have the right to elect a majority of the Board of Directors of the Association until the occurrence of one of the events set forth hereinabove. Whereupon the then existing Class A Members shall be obligated to elect the Board and assume control of the Association.

**ARTICLE THIRD:** Article XIII of the Articles of Incorporation of the Association is hereby amended to add the following Section 13.10 and 13.11, as follows:

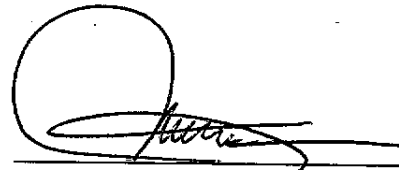
13.10. In the event that the Association is dissolved, the assets of the Association shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes and powers as the Association.

13.11. So long as there is a Class B Member of the Association, the following actions require the prior approval of the FHA/VA: The annexation of additional properties, mergers and consolidations of the Association, mortgaging of Common Properties, dissolution of the Association and the amendment of these Articles of Incorporation.

**ARTICLE FOURTH:** As of the date of this Amendment to the Articles of Incorporation, there are no members of the Association entitled to vote hereon. This Amendment was duly adopted by the Board of Directors of the Association on March 27, 2001.

**ARTICLE FIFTH:** The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Amendment as of the 29th day of March, 2001.



MALCOLM R. KIRSCHENBAUM, President

STATE OF FLORIDA

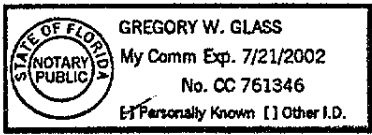
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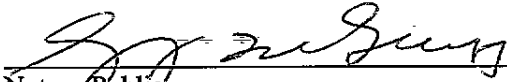
) S.S.:

COUNTY OF BREVARD

)

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of March, 2001, by Malcolm R. Kirschenbaum, as President of Grand Haven Master Homeowners Association, Inc., a Florida not-for-profit corporation, who [] is personally known to me or [] produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires: