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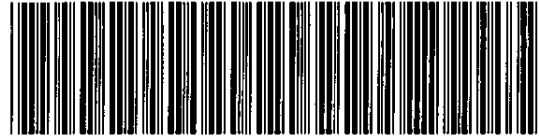
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Amend  
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# **SACHS & SAX**

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LOUIS CAPLAN, ESQ.  
LCAPLAN@SSLAWFL.COM

June 4, 2007

Attention: Susan Payne  
Supervisor  
Amendment Section  
Division of Corporations

NAME OF CORPORATION: Valencia Shores Master Association, Inc.  
DOCUMENT NUMBER: N01000007344  
RE: Articles of Amendment

Dear Ms. Payne:

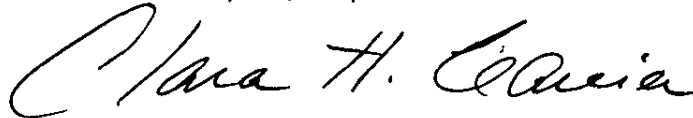
Pursuant to my telephone conversation with Karen Gibson this afternoon, enclosed please find the correct check in the amount of \$43.75 for the filing fee and a certificate of status for the filing of the Articles of Amendment for Valencia Shores Master Association, Inc. Also, could you please forward the check which was originally sent by mistake.

The following is our return address:

Louis Caplan, Esq.  
Sachs Sax Klein  
301 Yamato Road, Suite 4150  
Boca Raton, FL 33431

Thank you so much for your assistance in this regard. If you have any questions, please call me at (561) 237-6840.

Clara H. Garcia  
For Louis Caplan, Esq.



ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
FOR  
VALENCIA SHORES MASTER ASSOCIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On 24 April 2007, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: 9 May, 2007.

VALENCIA SHORES MASTER ASSOCIATION,  
INC.

By: Harvey B. Hoffman  
Harvey B. Hoffman, President

By: Stanley Ives  
Stanley Ives, Secretary

EXHIBIT "A"

AMENDMENTS  
TO THE  
ARTICLES OF INCORPORATION  
FOR VALENCIA SHORES MASTER ASSOCIATION, INC.

The Declaration of Covenants, Restrictions and Easements for Valencia Shores is recorded in Official Records Book 14581, at Page 859, of the Public Records of Palm Beach County, Florida. The Articles of Incorporation for Valencia Shores Master Association, Inc., are recorded in Official Records Book 14581, at Page 929, in the Public Records of Palm Beach County, Florida.

As indicated herein, words underlined are added and words ~~struck through~~ are deleted.

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Item 1: Article IV, Section C(9) of the Articles of Incorporation for Valencia Shores Master Association, Inc. (the "Articles") shall be amended as follows:

9. Notwithstanding anything contained herein to the contrary, the Association shall be required to obtain the approval of a majority of all the total voting interests (572 votes) ~~three-fourths (3/4) of all Members (at a duly called meeting of the Members at which a quorum is present)~~ prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes:

- (a) the collection of Assessments;
- (b) the collection of other charges which Owners are obligated to pay pursuant to the Valencia Shores Documents, including but not limited to fines;
- (c) the enforcement of any applicable use and occupancy restrictions contained in the Valencia Shores Documents, including, but not limited to the Declaration, Articles, By-laws and the Rules and Regulations and all Amendments thereto;
- (d) dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Association Property or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of a majority of all the total voting interests (572 votes); ~~three-fourths (3/4) of the Members~~); or
- (e) filing a compulsory counterclaim.

Item 2: Article VIII of the Articles shall be amended as follows:

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board. Except for officers elected prior to the Turnover Date,

officers must be Members, or the parents, children or spouses of Members , which parents, children or spouses must be Residents of the Community.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided; however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. ~~The President~~ All officers shall be elected from amongst the membership of the Board, ~~but no other officer need be a Director.~~ The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary by held by the same person.

Item 3: Article X, Section A. of the Articles shall be amended as follows:

The number of Directors on the first Board of Directors of the Association ("First Board") shall be three (3). The number of Directors on the "Initial Elected Board" (as hereinafter defined) shall be an odd number, not less than three (3) nor more than eleven (11). The exact number of Directors to comprise the Initial Elected Board shall be determined by a vote of the Members at the Initial Election Meeting for the Initial Elected Board immediately prior to the vote for such Initial Elected Board. The number of Directors elected by the Members subsequent to the "Declarant's Resignation Event" (as hereinafter defined) shall be not less than three (3) and shall be determined prior to each meeting at which Directors are to be elected. ~~Except for Declarant-appointed Directors,~~ Directors must be Members, or the parents, children or spouses of Members, which parents, children or spouses must be Residents of the Community. Each Director shall have only one (1) vote.