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May 4, 2000.

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

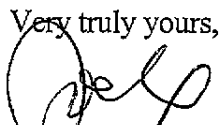
Re: Barefoot Pelican Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above-referenced Association, as well as a check in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience.
Thank you for your attention to this matter.

Very truly yours,


Joseph E. Adams
For the Firm

JEA/adc
Enclosures (as stated)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

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

FIRST: The name of the corporation is Barefoot Pelican Condominium Association, Inc.

SECOND: The attached amendment to the Articles of Incorporation was adopted by the required vote of the members on the 10th day of April, 2000.

WITNESSES:
(TWO)

BAREFOOT PELICAN CONDOMINIUM
ASSOCIATION, INC.

Kennerd Gonsert
Signature
Kennerd Gonsert
Printed Name

BY: *Richard O'Malley*
Richard O'Malley, President

Date: 4-20-2000

(CORPORATE SEAL)

Frank Benvenuto
Signature
Frank Benvenuto
Printed Name

New Jersey
STATE OF ~~FLORIDA~~)
Morris) SS:
COUNTY OF ~~COLLIER~~)

The foregoing instrument was acknowledged before me this 20 day of April, 2000 by Richard O'Malley as President of Barefoot Pelican Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.

SAMUEL E. BATTISTA, JR.
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 14, 2000

Samuel E. Battista, Jr.
Notary Public
SAMUEL E. BATTISTA, JR.
Printed Name

My commission expires: Sept 2000
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment No. 1: Article XI, Articles of Incorporation

ARTICLE XI

The Articles may be amended as provided for in this Article. Notice of the subject of a proposed amendment must be included in the notice of the meeting at which the amendment is to be considered. An amendment may be proposed by either a majority of the Directors or by twenty-five percent (25%) of the voting interests. A proposed amendment must receive approval of sixty-six and two-thirds percent (66 2/3%) of the voting interests of the Association present (in person or by proxy) at a duly noticed meeting of the Association at which a quorum has been attained. A resolution for the adoption of the amendment may be proposed by either the Board of Directors or any member of the Association. Any director or member of the Association not present in person or by proxy all the meeting may express his approval in writing provided that the approval must be in the possession of the Secretary of the Association at the meeting. Amendments may be approved by a four-fifths vote of members of the Association represented at a meeting at which a quorum has been attained. Amendments correcting errors and omissions may be adopted by the Board alone. No amendment shall change the qualifications for membership, voting or property rights for members, the Association's obligation under Article V of these articles to exercise its powers in accordance with the Condominium Act, the Declaration of Condominium, the Bylaws and these articles, or its obligation under Article V concerning distribution of association income, dissolution and the holding of all funds and titles to properties acquired by the Association for the benefit of unit owners, without written approval by all members and the joinder of all record owners of mortgages on units. No amendment may be made which conflicts with the Declaration of Condominium or the Condominium Act. A copy of any amendment which is adopted shall be accepted and certified by the Secretary of State and be recorded in the public records of Collier County, Florida.