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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 6, 1998

Florida Secretary of State Divisions of Corporations 409 East Gains Street Tallahassee, Florida 32399

Re: The Windstar Master Association, Inc.

Dear Sir/Madam:

Enclosed for filing are the original Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, along with our check in the amount of \$87.50, which represents the \$35.00 filing fee and \$52.50 for a certified copy of same. Please return the certified copy to my attention in the enclosed self-addressed, stamped envelope.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

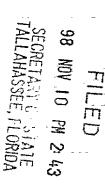
Ronald A. Lisak

RAL/nls Enclosures

ArtAmend.Ltr

Amend. 11-13-98

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE WINDSTAR MASTER ASSOCIATION, INC. a Florida Not-For-Profit Corporation (the "Association")



Pursuant to the provisions of Sections 617.1001, 617.1002, and 617.1006 of the Florida Statutes, the Association adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is "The Windstar Master Association, Inc.".
- 2. The following Amendments to the Articles of Incorporation of the Association were duly adopted at a meeting of the Board of Directors and Members of the Association held on the 307H day of OCTOBER, 1998, and the number of votes cast for the amendments were sufficient for approval:

Article IV of the Articles of Incorporation is amended and restated to read as follows:

## ARTICLE IV MEMBERS

Section 1. Membership. The members of the Master Association shall consist of (i) WS Realty, Inc., an Ohio corporation, its successors, transferees or assigns, hereinafter the "Declarant", (ii) Windstar Club, Incorporated, a Florida not-for-profit corporation, its successors, transferees or assigns, hereinafter the "Club", and (iii) those individual condominium and homeowner associations existing or to be created for each condominium and homeowners association located within that certain property encumbered by the Declaration, as it may be amended, all of said real property hereinafter described as "Windstar". Each said condominium or homeowner association shall be added as a member at the time that the Articles of Incorporation for such association are filed with the Florida Secretary of State, or upon the recording of a declaration establishing it as a condominium or homeowner association within Windstar. The Declarant shall no longer be a member at such time as the Declarant no longer owns any land or real estate within Windstar.

Section 2. Voting. The Board of Directors of each member condominium or homeowner association and the Club shall elect a delegate to represent said association and the Club at all member meetings, and to vote on behalf of each such member of the Master Association. Each delegate of each member condominium

or homeowner association shall be entitled to a certain number of votes dependent upon the number of residential units within said delegate's respective condominium or homeowner association ("Vote(s)") determined as follows:

# Units		Votes
1 - 14		 1
15 - 24		2
25 - 34		 3
35 - 44	-	 4
45 - 54		 5
55 - 64		 . 6
65 - 74		 - 7
75 - 84		8
85 - 94		9

The delegate of the Club shall be entitled to a certain number of votes (Vote(s)) so that at all times, and from time to time, the number of Votes to which the delegate of the Club shall be entitled shall equal ten percent (10%) of the total of all Votes of all condominium and homeowner association members and the Club.

When electing a Board of Directors of the Master Association, each delegate shall be entitled to cast his or her Vote(s) for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. The Declarant has the right to appoint a majority of the Board of Directors of the Master Association ("Board") as long as the Declarant is a member of the Master Association. The Declarant, as long as the Declarant owns any land or real estate within Windstar, shall have the number of Votes equal to the total of all Votes of the other members, plus one (1), so that the Declarant shall have majority voting control of the Master Association.

3. Except as stated herein, the Articles of Incorporation of the Association, as previously amended, shall remain in full force and effect in accordance with the present terms thereof.

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Dated this Mday of November, 1998.

Witnesses:	THE WINDSTAR MASTER ASSOCIATION, INC.
Signature  JONYA HEIMETC  Print Name  LUJUN HEARY  Signature  LIESTEN GREKORY  Print Name	By: Momes Jumin  N-THOMAS GRIMIN - PRESIDENT  Printed Name and Title
STATE OF	) ss. )
the RESIDENT of THE WINI not-for-profit corporation, on behalf of the A known to me or has produced a driver's lice	ASSOCIATION, INC., a Florida ASSOCIATION, INC., a Florida ASSOCIATION. Said person was sworn and is personally
(seal)	Notary Public Signature  DOLAH MAGNELLI  Printed Name My Commission expires:

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