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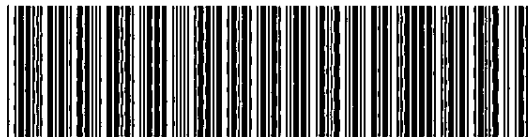
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TALLAHASSEE, FLORIDA

Amend

TB

11-20-18

PETERSON & MYERS, P.A.

• ATTORNEYS AT LAW • SINCE 1948

WINTER HAVEN
(863) 294-3360
FAX (863) 299-5498

P.O. Box 1079
LAKE WALES, FLORIDA 33859-1079

130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(863) 676-7611 OR (863) 683-8942
FAX (863) 676-0643

www.PetersonMyers.com

LAKELAND
(863) 683-6511 OR (863) 676-6934
FAX (863) 682-8031

Lake Wales
November 13, 2008

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Bradenton Beach Club Master Association, Inc.

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above named Florida corporation. Also enclosed is this firm's check, in the amount of \$43.75, representing payment of the following fees: filing fee - \$35.00 and certified copy fee - \$8.75.

Upon approval and filing of these articles, please furnish a certified copy to the attention of: Jacob C. Dykxhoorn, Esquire, Peterson & Myers, P.A., P.O. Box 1079, Lake Wales, FL 33859-1079.

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

PETERSON & MYERS, P.A.



Jacob C. Dykxhoorn

JCD/bv
Enclosures

M. DAVID ALEXANDER, III
JOHN B. ALLEN
PHILIP O. ALLEN
BRENDA L. APPLIEDORN
KEVIN A. ASHLEY
JASON M. BERGWALL
JACK P. BRANDON
JOSHUA K. BROWN

PHILIP H. BUSH
DEBRA L. CLINE
CLINTON A. CURTIS
JACOB C. DYKXHOORN
DAVID G. FISHER
MICHAEL T. GALLAHER
JOHN R. GRIFFITH
DAVID E. GRISHAM

JOHN D. HOPPE
TIMOTHY E. KILEY
KEVIN C. KNOWLTON
ALEXANDER F. KOSKEY, III
DOUGLAS A. LOCKWOOD, III
BRIAN K. MATHIS
CORNEAL B. MYERS
E. BLAKE PAUL

ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON
RYAN W. ZIKA

THOMAS E. BAYNES, JR.
OF COUNSEL



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

FOR

BRADENTON BEACH CLUB MASTER ASSOCIATION, INC.

[Document Number N02000004633]

Bradenton Beach Club Master Association, Inc. (hereinafter the "Association"), a Florida corporation, in order to amend its Articles of Incorporation pursuant to the requirements of Chapter 617 of the Florida Statutes, does hereby submit the following:

1. The name of the Association is **Bradenton Beach Club Master Association, Inc.**
2. The Association's Articles of Incorporation were filed on June 17, 2002, with the Florida Secretary of State.
3. **Section 6.2 of the Articles of Incorporation:** This section is deleted in its entirety and replaced with the following provision:
 - 6.2 **Developer's Appointment of Directors:** Notwithstanding any provision in any Master Document to the contrary, Developer shall have the right to elect or appoint all members ("Directors") of the Board of Directors of the Master Association until the Turnover Meeting. At the Turnover Meeting and thereafter until the Sales Completion Date, the Members (other than the Developer) shall be entitled to elect a majority of the Directors (but only the smallest number of Directors that would constitute a majority of the Board) and the Developer shall be entitled to appoint the remaining Directors. After the Sales Completion Date, the Directors shall be elected as provided in the Bylaws. The Sales Completion Date shall be the date when the Developer ceases to hold for sale in the ordinary course of business at least five percent (5%) of the Units to be constructed in all phases of Bradenton Beach Club.
4. **Section 10.1 and Section 10.2 of the Articles of Incorporation:** These sections are deleted in their entirety and replaced with the following provisions:
 - 10.1 The number of Directors constituting the initial Board of Directors of the Master Association shall be **three (3)**. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). A Director need not be a resident of the State of Florida, but must be a Member of the Master Association or a Voting Representative of a Member of the Master Association.
 - 10.2 The first election of Directors shall not be held until the Turnover Meeting. Any vacancy on the Board occurring before the Turnover Meeting shall be filled by the Developer. At the Turnover Meeting and thereafter until the Sales Completion Date, the Directors entitled to be elected by the Members other than the Developer shall

be elected at the annual meeting of Members and shall hold office in the manner and for the term as provided in the Bylaws. After the Sales Completion Date, the Directors shall be elected as provided in the Bylaws. The Developer shall be entitled to appoint and remove all Directors except those elected by the non-Developer Members.

5. The foregoing amendments to the Association's Articles of Incorporation were approved and adopted by the Board of Directors and at least a majority of the members of the Association at a meeting of the members held on April 5, 2008. The number of votes of the members cast for these amendments was sufficient for their approval and adoption.

Signed, sealed and delivered
in the presence of:

Bradenton Beach Club Master Association, Inc.

[Signature]
Witness #1:

By: [Signature]
Seth Lee Earnhardt, as president

[Signature]
Witness #2:

State of North Carolina

County of Iredell

This instrument was acknowledged before me this Nov 7th, 2008, by **Seth Lee Earnhardt, as president of Bradenton Beach Club Master Association, Inc.**, a Florida corporation, on behalf of the corporation. He [] is personally known to me or [✓] has produced a driver's license as identification.



[Signature]
Notary Public Chris
Print Name: Christi A. Earnest
My Commission Expires: 3-26-2011