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BASIC AMENDMENT

TWIN LAKES NORTH NEIGHBORHOOD ASSOCIATION, INC.

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AMEND
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TWIN LAKES NORTH NEIGHBORHOOD ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of TWIN LAKES NORTH NEIGHBORHOOD ASSOCIATION, INC., a Florida not-for-profit corporation (the "Corporation"), Charter Number N02000006004, are hereby amended as shown below pursuant to Section 617.1002 of the Florida Not For Profit Corporation Act:

Article VII of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE VII
OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vices President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

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 names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Frank Berry
Vice President	Bob Stevenson
Secretary	Vicki Klamm
Treasurer	Douglas Soave

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Article VIII of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE VIII
BOARD OF DIRECTORS

A. The number of Directors on the first Board of Directors of the Association ("First Board") shall be five (5). The Incorporator shall notice the initial meeting of the residents of the Twin Lakes North neighborhood for the purpose of electing the First Board. The number of Directors elected by the Members subsequent to the First Board shall be not less than three (3) nor more than fifteen (15), as the Board shall from time to time determine prior to each meeting at which Directors are to be elected. Directors must be Members or the parents, children or spouses of Members. There shall be only one (1) vote for each Directorship available to be elected at a meeting.

The names of the persons who are to serve as Directors on the First Board are as follows:

Frank Berry
Bob Stevenson
Vicki Klamm
Douglas Soave
Be Johnson

B. The Board shall be elected at each "Annual Members' Meeting" (as defined in the Bylaws).

A Director may be removed from office upon the affirmative vote of a majority of Members, for any reason deemed to be in the best interests of the Members. A meeting of the Members to so remove a Director shall be held upon the written request of ten percent (10%) of the Members.

C. A notice of Members meetings shall be forwarded to all Members in accordance with the Bylaws; provided, however, that the Members shall be given at least seven (7) days' notice of such meeting. The notice shall also specify the number of Directors, which shall be elected by the Members.

D. At the first Members meeting at which the First Board will be elected, a "staggered" term of office of the Board shall be created as follows:

1. a number equal to fifty percent (50%) of the total number of Directors rounded up to the nearest whole number is the number of Directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and

2. the remaining Directors' terms of office shall be established at one (1) year.

At each Annual Members Meeting thereafter, as many Directors of the Association shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years expiring when their successors are duly elected and qualified. In the event the Board determines to enlarge the size of the Board, the same

procedure for election of Directors shall be followed for the filling of the new seats as was used to elect the First Board so that a "staggered" term of office shall be maintained.

The foregoing amendment was adopted on October 31, 2002 by the Board of Directors and Members of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has hereby executed these Articles of Amendment as of October 31, 2002.

**TWIN LAKES NORTH NEIGHBORHOOD
ASSOCIATION, INC.**

By: Frank Berry
Name: Frank Berry
Title: President