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August 9, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations
THE BOXWOOD AT BAYMEADOWS CONDOMINIUM ASSOCIATION, INC.
8641 BAYPINE RD
STE 1
JACKSONVILLE, FL 32256

SUBJECT: THE BOXWOOD AT BAYMEADOWS CONDOMINIUM ASSOCIATION, INC.
REF: N03000002418

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August 8, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE BOXWOOD AT BAYMEADOWS CONDOMINIUM ASSOCIATION, INC.
8641 BAYPINE RD
STE 1
JACKSONVILLE, FL 32256

SUBJECT: THE BOXWOOD AT BAYMEADOWS CONDOMINIUM ASSOCIATION, INC.
REF: N03000002418

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Prepared by and return to
Lynda R. Aycock
Rogers Towers, P.A.
1301 Riverplace Blvd, Suite 1500
Jacksonville, Florida 32207

06 AUG -9 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
THE BOXWOOD AT BAYMEADOWS CONDOMINIUM ASSOCIATION, INC.

AMENDMENT to Articles and Bylaws of The Boxwood at Baymeadows Condominium Association, Inc., the condominium association for The Boxwood at Baymeadows, A Condominium recorded in Official Records Book 10964, page 1346, records of Duval County, Florida, as amended (the "Declaration").

The Association desires to increase the size of the Board of Directors and to provide for the maintenance of staggered terms in instances where board members die, resign or are recalled prior to the end of their term and their successor is selected by the Board of Directors.

The undersigned President and Secretary of The Boxwood at Baymeadows Condominium Association, Inc., a Florida not for profit corporation, hereby certify that the following amendment to Article VIII of the Articles of Incorporation and to Articles VIII of the Bylaws was adopted by unanimous vote of the Board of Directors and by vote of not less than 67% of the entire membership of the Association at a meeting held on August 29 2005:

1. Article VIII of the Articles of Incorporation for The Boxwood at Baymeadows Condominium Association, Inc., a Florida not for profit corporation, is amended to read:

ARTICLE VIII

DIRECTORS

The number of members of the Board of Directors shall be not less than three (3) nor more than seven (7) members. Unless otherwise determined by a majority vote of the Unit Owners at a meeting of the Unit Owners at which a quorum is present, the number of directors shall be five (5). ~~The initial members of the Board of Directors shall be appointed by the Developer. When Unit Owners other than the Developer own fifteen percent (15%) of the Units which will ultimately be operated by the Association, the Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the Bylaws, not less than one third (1/3) of the members of the Board of Directors. Unit owners other than the Developer shall be entitled to elect, in a manner to be provided in the Bylaws, not less than a majority of the members of the Board of Directors three (3) years after sales by the Developer have been closed on fifty percent (50%) but less than ninety percent (90%) of the Units which will ultimately be operated by the Association, or three (3) months after sales have been closed by the Developer of ninety percent (90%) of the Units which will ultimately be operated by the Association or when all of the Units which will ultimately be operated by the Association have been completed, and some have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, or when some of the Units have been sold and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, or seven (7) years after recordation of the Declaration,~~

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~~whichever shall first occur. The Developer shall have the right to elect, in the manner to be provided in the Bylaws, not less than one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units which will ultimately be operated by the Association. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors in the same manner as any other member of the Association. After Unit Owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within a reasonable time and in a manner to be provided in the Bylaws and the Act, relinquish control of the Association and shall deliver to the Association all property of the Unit Owners and the Association held or controlled by the Developer. Meetings for the election of members of the Board of Directors shall be held annually, in a manner to be provided in the Bylaws.~~

~~The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall, hold office for the first year of the Association's corporate existence, and thereafter until their successors are elected and have qualified are as follows:~~

~~William C. Hulsey
2117 Second Avenue North
Birmingham, AL 35203~~

~~Kent Graive
2117 Second Avenue North
Birmingham, AL 35203~~

~~James M. Dixon
2117 Second Avenue North
Birmingham, AL 35203~~

2. Article IV of the Bylaws for The Boxwood at Baymeadows Condominium Association, Inc. is amended to read:

IV. BOARD OF DIRECTORS

~~A. The Board of Directors shall consist of not less than three (3) persons nor more than seven (7) persons. Unless otherwise determined by a majority vote of the Unit Owners at a meeting of the Unit Owners at which a quorum is present, the number of directors shall be five (5). When Unit Owners, other than The Boxwood at Baymeadows, LLC, a Alabama limited liability company ("Developer") own fifteen percent (15%) of the Units of the Condominium that will ultimately be operated by the Association, the Unit Owners, other than the Developer, shall be entitled to elect, in the manner provided in Paragraph B, Article IV of these Bylaws, one third (1/3) of the Members of the Board of Directors. The Unit Owners, other than the Developer shall be entitled to elect in the manner provided in Paragraph B, Article IV of these Bylaws, not less than a majority of the members of the Board of Directors, three (3) years after the sales by the Developer have been closed on fifty percent (50%), but less than ninety percent (90%) of the Units that will ultimately be operated by the Association, or three (3) months after sales have been closed by the Developer of~~

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~~ninety percent (90%) of the Units that will ultimately be operated by the Association, or when all of the units that will ultimately be operated by the Association have been completed and some have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, or when some of the Units have been sold and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, or seven (7) years after recordation of the Declaration, whichever shall first occur. The Developer shall have the right to elect in the same manner provided in Paragraph B, Article IV of these Bylaws the Members of the Board of Directors which other Unit owners are not entitled to elect. The Developer shall be entitled to elect not less than one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five percent (5) of the Units in the Condominium ultimately to be operated by the Association. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive its rights hereunder, by execution and delivery to the Association of written waivers, and thereafter to vote in elections for Members of the Board of Directors in the same manner as any other Unit owner.~~

B. Directors shall be elected in the following manner:

~~1. Commencing with the election of the first Board to succeed the Board comprised of the persons named in the Articles, Developer shall designate that number and the identity of the members of the board which it shall be entitled to designate in accordance with the Articles and these Bylaws, and upon such designation by Developer, by written instrument presented to the meeting at which such election is held, the persons so designated by Developer shall be deemed and considered for all purposes Directors of the Association and shall thenceforth hold the offices and perform the duties of such Directors until their successors shall have been elected or designated, as the same may be, and qualified in accordance with the provisions of these Bylaws.~~

1. For so long as the Developer shall retain the right to appoint at least one (1) member of the Board of Directors, all members of the Board of Directors whom Developer shall not be entitled to designate under these Bylaws shall be elected at large, by a plurality of the votes cast at the annual meeting of the general membership, immediately following designation of the members of the Board whom Developer shall be entitled to designate. Commencing after the Developer shall have lost or relinquished the right to appoint at least one (1) Director, The Directors shall be elected at large, by a plurality of the votes cast by the general membership at the meeting.

2. Not less than sixty (60) days before the scheduled election, the Association shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery, to each unit Owner entitled to a vote, the first notice of the date of the election. Any Unit Owner or other eligible person desiring to be a candidate for the Board of Administration must give written notice to the Association not less than forty (40) days before scheduled election. Together with the written notice and agenda required pursuant to Section 718.112(2)(d), subparagraph 2, the Association shall mail or deliver a second notice of the election to all Unit Owners entitled to vote therein, together with a ballot which shall list all candidates. Upon request of the candidate, the Association shall include an information sheet, no larger than 8 1/2 x 11", which must be furnished by the candidate not less than thirty-five (35) days before the election, to be included with the mailing of the ballot, with the costs of mailing or delivery and copying to be borne by the Association. The Association has no liability for the contents of the information sheets prepared by the candidate. No Unit Owner shall permit any other person to vote his ballot, and any

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such ballot improperly cast shall be invalid. The regular election shall occur on the date of the annual meeting.

3. ~~Vacancies on the Board due to resignations may be filled to expire on the date of the next annual meeting by the remaining Directors as provided in Section 718.112(2)(d)8., Florida Statutes. except that, should any vacancy in the Board be created in a directorship previously filled by any person designated by Developer, such vacancy should be filled by Developer designating by written instrument delivered to any office of the Association, the successor Director, who shall fill the vacated directorship for the expired term thereof. Any Director elected by the Board to fill a vacancy caused by a death, resignation or recall shall be elected for the unexpired term of the seat being filled as provided in Section 718.112(2)(d)8., Florida Statutes, so that staggered terms are maintained on the Board.~~

4. Commencing with the annual meeting and election to be held in calendar year 2005, three (3) Directors will be elected for a term of two (2) years. The successors to the two (2) Directors receiving the greatest number of votes for Directors in the last election held prior to this amendment shall serve the remaining year of the two (2) year term of those Directors. At the annual meeting and election to be held in calendar year 2006, two (2) Directors shall be elected for a term of two (2) years. Thereafter, as many Directors shall be elected as there are terms of office for Directors expiring. Directors shall hold office for the terms for which they are elected and qualified until they die, resign, or are removed.

~~If, at the time of the first annual meeting of Members, Developer is entitled to designate some or all of the Directors, Developer shall have the right to designate for two (2) year terms that number of Directors which together with the Directors elected by other unit Owners, if any, total three (3) Directors. The remaining Director or Directors designated by the Developer, if any, shall have terms of office of one (1) year; the intention being that terms of office of Directors be staggered after the first annual meeting with up to three (1) Directors elected by Unit owners other than the Developer to serve the initial two (2) year terms. Thereafter, as many Directors shall be elected, or designated by Developer as the case may be, for two (2) year terms, as there are regular terms of office for Directors expiring at such times. Directors shall hold office for the terms to which elected or designated, and thereafter until their successors are duly elected, or designated by the Developer, and qualified, or until removed in the manner elsewhere herein provided or provided by law.~~

5. In the election of Directors, there shall be appurtenant to each Unit one (1) vote for each Director's position which is to be filled at that meeting; provided, however, that no Member or owner of any Voting Interest may cast more than one (1) vote per Unit or voting Interest owned for any person nominated as a Director, it being the intent hereof that the voting of Directors shall be non-cumulative.

6. The election of Directors shall be by written ballot. Proxies shall not be used in electing Directors.

~~8. Within seventy-five (75) days after Unit Owners other than the Developer are entitled to elect a member or members of the Board of Directors of the Association, the Association shall, as otherwise provided in accordance with the provisions of these Bylaws, call and give not~~

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~~less than sixty (60) days notice of an election for members of the Board. Such meeting may be called and the notice given by any Unit owner if the Association fails to do so within the time prescribed herein. Election of such Directors by the unit Owners shall be conducted in the manner provided in these Bylaws. Upon election of the first Unit owner other than the Developer to the Board, the Developer shall forward to the Division of Florida Land Sales, Condominiums and Mobile Homes the name and mailing address of such Unit Owner member.~~

~~9. In the event that Developer selects any person or persons to serve on any Board, Developer shall have the absolute right at any time, in its sole discretion, to replace any such person or persons with another person or other persons to serve on the Board. Replacement of any person or persons designated by Developer to serve on any Board shall be made by written instrument delivered to any officer of the Association, which instrument shall specify the name or names of the person or persons designated as successor or successors to the persons so removed from the Board. The removal of any Director and designation of his successor shall be effective immediately upon delivery of such written instrument by Developer to any officer of the Association.~~

C. The organizational meeting of a newly elected or designated Board shall be held within thirty (30) days of their election or designation, and shall be noticed as required by this Article IV.

D. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or telegram, at least seven (7) days prior to the day named for such meeting, unless notice is waived.

E. Special meetings of the Board may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the Directors. Not less than three (3) days notice of a special meeting shall be given to each Director, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the meeting. Adequate notice to the Members of all meetings (regular and special) of the Board, or any committee thereof at which a quorum of the members of that committee are present, shall be posted conspicuously on the Condominium Property at least forty-eight (48) continuous hours in advance of the meeting, except in an emergency. The notice shall specifically incorporate an identification of agenda items. Upon prior notice to all Unit Owners, the Board shall by duly adopted rule designate a specific location on the Condominium Property upon which notices of all Board meetings shall be posted. All meetings of the Board shall be open to all Unit Owners. Notice of any meeting of the Board or any committee thereof where the Associations budget or where regular assessments, against Unit Owners are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of any such assessments. Written notice of any meeting of the Board or any committee thereof at which non-emergency special assessments; or at which amendment to rules regarding Unit use will be proposed, discussed, or approved, shall be mailed or delivered to the Members and posted conspicuously on the Condominium Property not less than fourteen (14) continuous days prior to the meeting. The Secretary of the Association shall provide an Affidavit, to be included in the official records of the Association, confirming that notice of such meeting was provided in accordance with this provision, to each unit owner.

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F. Minutes of all meetings of the Board shall be kept in a businesslike manner and available for inspection by Members and Directors during normal business hours at the principal office of the Association. The Association shall retain these minutes for a period of not less than seven (7) years.

G. Any Director may waive notice of a meeting before, at or after the meeting by signing a waiver of notice and placing it in the minute book, and such waiver shall be deemed equivalent to the giving of notice.

3. This Amendment shall take effect upon recording this Amendment in the public records.

Executed on ^{October} ~~September~~ 6, 2005. *[Signature]*

Witnesses: *[Signature: Gloria Murphy]*

The Boxwood at Baymeadows Condominium Association, Inc., a Florida not for profit corporation

David Diehm
Printed:

Tina E. Flanagan
Printed:

By: *[Signature: David Diehm]*
David Diehm, as its President

Attest: *[Signature: Tina E. Flanagan]*
Tina E. Flanagan, as its Secretary

(Corporate Seal)

Mailing Address: 8641 Baypine Road, Ste. 1,
Jacksonville, FL 32256

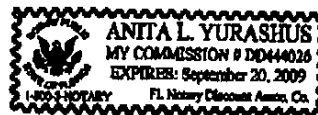
State of Florida
County of Duval

The foregoing instrument was acknowledged before me this ^{October} ~~6~~ day of ~~September~~, 2005, by *[Signature: David Diehm]* and *[Signature: Tina Flanagan]* as President and Secretary, respectively, of The Boxwood at Baymeadows Condominium Association, Inc., a Florida not for profit corporation on behalf of the corporation. They are personally known to me and did not take an oath.

[Signature: Anita L. Yurashus]
Notary Public
Print Name:
Notary Seal

My commission expires:

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