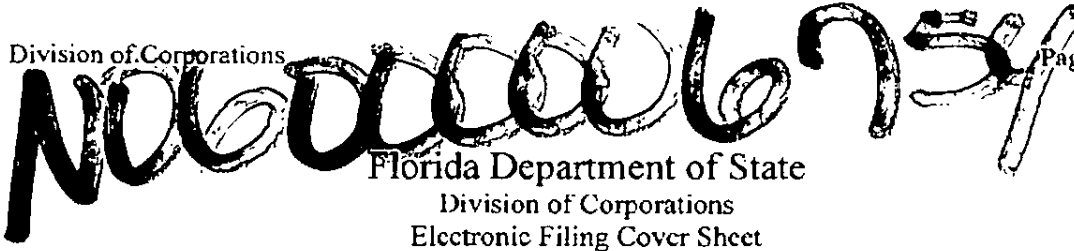


Division of Corporations

Page 1 of 1



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COR AMND/RESTATE/CORRECT OR O/D RESIGN
DE SOLEIL SOUTH BEACH ASSOCIATION, INC.

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AUG 14 2017

S. YOUNG

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Help

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
DE SOLEIL SOUTH BEACH ASSOCIATION, INC.**

(a Florida corporation not for profit)

Pursuant to Chapter 617.1006 of the Florida Not For
Profit Corporation Act

Jason Taic, Secretary of **DE SOLEIL SOUTH BEACH ASSOCIATION, INC.**, a Florida corporation not for profit ("Association"), does hereby certify under the seal of the Association as follows:

1. The Association was originally incorporated on June 22, 2006, Document Number N0600006754, under Chapter 617 of the laws of the State of Florida.
2. The Association received an Irrevocable Assignment of Right to Appoint Director, a copy of which is attached hereto as Exhibit A ("Assignment").
3. Because the Assignment is irrevocable the Board voted to amend the Articles to reflect the change in the manner in which a Director is appointed to the Board.
4. Article XIII provides that the Articles may be amended solely by a majority vote of the Board without the prior consent of the Members, at a duly called meeting of the Board.
5. The following Amendment was approved by a majority of the Board of Directors at a duly called meeting held on August 1, 2017.

NOW, THEREFORE, the Articles are hereby amended as follows:

1. Article X, Section C, is hereby amended to read in its entirety as follows:

"Notwithstanding anything to the contrary set forth in these Articles and notwithstanding that each Member is entitled to one (1) vote for each Parcel owned, the Irrevocable Assignment of Right to Appoint Director, dated July 26, 2017, is hereby accepted and recognized, such that henceforth in accordance therewith, the Owner of the Commercial Parcel shall be entitled to appoint two (2) Directors to the Board, the Residential Parcel shall continue to be entitled to appoint one (1) Director to the Board and the Owner of the Garage Parcel shall not have the right to appoint a Director on the Board solely by virtue of such ownership. Except with respect to the appointment of Directors, each Member shall have one (1) vote for each Parcel owned. This Section C may not be amended without the written consent of the Owner of the Commercial Parcel." Upon the Turnover Date, each Member shall appoint one Director to the Board.

2. Article XIII, Section C, is hereby amended to add the following:

"Notwithstanding any provision of this Article XIII to the contrary, Article X, Section C shall not be amended without the written consent of the Owner of the Commercial Parcel."

(words ~~struck through~~ are deleted; words double-underlined are added)

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Secretary of the Association this 1 day of AUGUST, 2017.

WITNESSES:

DE SOLEIL SOUTH BEACH
ASSOCIATION, INC.
a Florida not-for-profit corporation

Print Name: Carl Friedman

Print Name: Anna Mendez

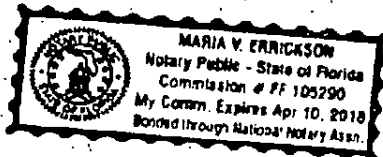
By: Jason Taic
Jason Taic, Secretary

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Jason Taic, as Secretary of DE SOLEIL SOUTH BEACH ASSOCIATION, INC., freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 1 day of AUGUST, 2017.

My Commission Expires: 4/10/2018



Notary Public
Print Name: MARIA V. ERICKSON

**IRREVOCABLE ASSIGNMENT OF RIGHT TO APPOINT DIRECTOR TO
BOARD OF DE SOLEIL SOUTH BEACH ASSOCIATION, INC.**

FOR VALUE RECEIVED, SOUTH BEACH RESORT DEVELOPMENT, LLC, the owner of the "Garage Parcel", as that term is defined in that certain Declaration of Master Covenants, Easements & Restrictions for De Soleil South Beach, recorded November 13, 2006 in O.R. Book 25089, Page 2212 of the Public Records of Miami-Dade County, Florida, hereby irrevocably assigns and transfers to the owner of the Commercial Parcel the right to designate and appoint the Garage Parcel's Director to the Board of De Soleil South Beach Association, Inc.

South Beach Resort Development, LLC, as the current owner of both the Garage Parcel and the Commercial Parcel, hereby accepts the foregoing assignment and agrees to be bound by such transfer. This transfer is coupled with an interest and is irrevocable and binds all future owners of the Garage Parcel unless South Beach Resort Development, LLC or the subsequent owner of the Commercial Parcel agrees in writing to terminate this assignment.

Dated: July 26, 2017

SOUTH BEACH RESORT DEVELOPMENT,
LLC

By: 

Louis Tatic, Manager