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Becker & Poliakoff Building
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FL Toll Free: (800) 462-7780
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Naples, Florida 34103
Phone: (239) 261-9555 Fax: (239) 261-9744
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Ft. Lauderdale, FL 33312
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May 5, 2004

Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, Florida 32301

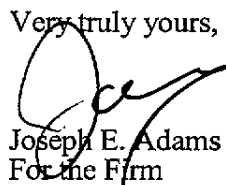
Re: **The Harborage Owners' Association, Inc.**

Dear Sir/Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation for the above-referenced Corporation along with check number 2458 in the amount of \$35.00 to cover the cost of filing. Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,


Joseph E. Adams
For the Firm

JEA/adc
Enclosure (as stated)
236291_1.DOC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is The Harborage Owners' Association, Inc.

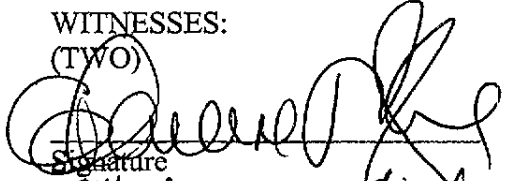
SECOND: The attached amendments to the Articles of Incorporation were adopted by the membership.

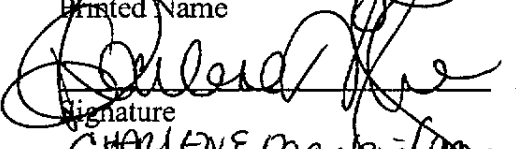
THIRD: The attached amendments to the Articles of Incorporation were adopted by the required vote of the members by written consent pursuant to Article 4.3 of the Articles of Incorporation and Section 617.0701(4), Florida Statutes.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:

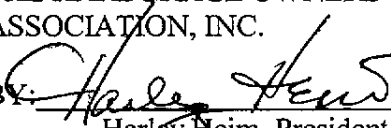
(TWO)


Signature
CHARLENE MAYBIN-LANE
Printed Name


Signature
CHARLENE MAYBIN-LANE
Printed Name

THE HARBORAGE OWNERS'
ASSOCIATION, INC.

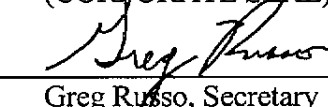
BY:


Harley Heim, President

Date:

4-26-04
(CORPORATE SEAL)

ATTEST:

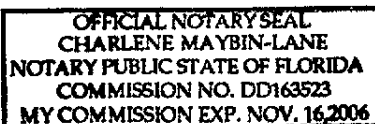

Greg Russo, Secretary

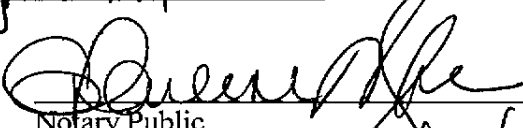
STATE OF FLORIDA)

) SS:

COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 26th day of April, 2004 by Harley Heim as President of The Harborage Owners' Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) Personal ID known as identification and did take an oath.




Notary Public

CHARLENE MAYBIN-LANE
Printed Name

My commission expires: NOV 16 2006

FILED
04 MAY -7 AM 11:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

R000290643360
EXP 2006

Amendment No. 1: Article 5, Articles of Incorporation

5. OFFICERS. The Association will have a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Two or more offices may be held by the same person, except as may be prohibited by law. Officers will be elected by the Board of Directors ~~for a term of one (1) year,~~ in accordance with the Bylaws, but may be removed with or without cause by the Directors at any time.

Amendment No. 2: Article 6, Articles of Incorporation

6. DIRECTORS. The affairs of the Association will be managed by a Board of Directors consisting of ~~five (5)~~ seven (7) members; ~~initially.~~ The number of members constituting the Board of Directors may, from time to time, be increased or decreased by the members, as may be provided in the Bylaws, but will never be less than ~~three (3)~~ five (5).

6.1. TERMS OF OFFICE. ~~Directors will generally serve a term of one (1) year each and shall be elected at the annual meeting of the membership. The term of office shall be as stated in the Bylaws.~~ However, the members of the Board of Directors will serve until their successors are elected and qualify. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and the newly appointed member will ~~serve until the next election of Directors~~ fulfill the unexpired term of the Board member which he was appointed to replace.

(Remainder of Article 6 Remains Unchanged)