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January 29, 1998

Secretary of State
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

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Re: Amendment to Articles
Harbour Circle at Longboat Key Club Association, Inc.
Our File No. L244.100

Dear Sirs:

Enclosed please find the Certificate of Amendment to the Articles of Incorporation in regard to the above-referenced Association. Also, enclosed is our check in the amount of \$87.50 for the filing fee and a certified copy of the Articles.

Please return a certified copy of the Articles of Amendment to my attention after filing.

Thank you for your assistance to this matter.

Very truly yours,

Sharon S. Vander Wulp

Sharon S. Vander Wulp

SVW/pcf

Enclosures

cc: Harbour Circle at Longboat
Key Club Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

HARBOUR CIRCLE AT LONGBOAT KEY CLUB ASSOCIATION, INC.

HARBOUR CIRCLE AT LONGBOAT KEY CLUB ASSOCIATION, INC.
its address being 5500 Marina Drive, Holmes Beach, Sarasota County,
Florida 34217, by the hands of the undersigned hereby certify that:

The Declaration of Restrictions of HARBOUR OAKS II is recorded in O.R. Book 1828, page 1431, et seq., of the Public Records of Sarasota County, Florida. The following amendments to the Articles of Incorporation were submitted to the entire membership of the Association at its meeting called and held on the 17th day of December, 1997, and approved by affirmative vote of not less than 1/2 of the total votes of the Association membership at a duly called members' meeting, as required by the Articles of Incorporation.

1. Article II, Purposes, by adding Paragraphs F, and G, is hereby amended to read as follows:

F. Distribution of Income. The Association shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

G. No Shares of Stock. The Association shall not have or issue shares of stock.

2. Article III, General Powers, by adding Paragraphs K and L, is hereby amended to read as follows:

K. Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

L. Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association.

3. Article VI, Board of Directors, Paragraphs A, B, C, D and E, is hereby amended to read as follows:

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as

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provided from time to time in the Bylaws of the Association, but in no event shall there be less than three or more than nine Directors. The Directors ~~shall need not be members or the spouse of a member of the Association or residents of the State of Florida.~~

~~B. All Directors shall be appointed by and shall serve at the pleasure of Neal & Bowyer, Inc., a Florida corporation (the "Developer"), its successors or assigns, until the annual meeting of members in the year 1986. Commencing with said annual meeting and continuing thereafter until the "turnover" annual meeting of members, Developer shall have the right to appoint a majority of the Board of Directors. Commencing with the "turnover" annual meeting, all Directors shall be elected by the members. As used herein, the "turnover" annual meeting shall mean the first annual meeting of members following the date on which members other than Developer for the first time own at least 95 percent of the lots in the Subdivision or, if earlier, the date on which Developer relinquishes its right to appoint a majority of the Board of Directors.~~

~~C. All Directors who are not subject to appointment by Developer shall be elected by the members. Elections shall be by plurality vote.~~

~~D. Except as hereinafter provided, the term of each elected Director shall expire upon the election of his successor at the next succeeding annual meeting of members. Commencing with the "turnover" annual meeting, aAll Directors elected by the members shall be elected on a staggered two-year-term basis. Accordingly, at At the turnover such meeting, the one-half of the elected Directors receiving the highest number of votes, and, in addition, if there are an odd number of Directors elected, the Director who receiving received the next highest number of votes, shall served two-year terms, while and the other elected Directors shall served one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. Except as hereinafter provided, the term of each elected Director shall expire upon the election of his successor at the next succeeding annual meeting of members. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one or two-year terms as may be appropriate to make even, or as nearly as even as possible, the number of Directors serving one and two-year terms. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal, or death.~~

~~E. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Developer, in Developer's sole discretion.~~

4. Article VII, Officers, Paragraph A, is hereby amended to read as follows:

A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The ~~officers~~ President shall be elected from among the membership of the Board of Directors, ~~but no other officer need be a Director.~~ The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the Bylaws.

5. Article VIII, Corporate Existence, is hereby amended to read as follows:

The Association shall have perpetual existence, unless the Association is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

6. Article X, Amendments to the Articles of Incorporation, is hereby amended to read as follows:

These Articles may be altered, amended, or repealed by the affirmative vote of the holders of more than one-half of the total votes of the Association membership represented at any duly called members' meeting at which a quorum is present. ~~No amendment affecting the rights of Developer shall be effective without the prior written consent of Developer.~~

7. Article XI, Registered Office and Registered Agent, is hereby amended to read as follows:

The registered office of the corporation shall be at a place 2200 Harbourside Drive, Longboat Key, Florida, and the registered agent at such address as shall be determined from time to time at the discretion of the Board of Directors William L. Bowyer. The corporation shall may, however, maintain offices in either Sarasota or Manatee County, and ~~transact business in such other places within or without in the State of Florida as may from time to time be designated by the Board of Directors.~~

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President, this 27th day of January, 1998.

ATTEST:

HARBOUR CIRCLE AT LONGBOAT KEY CLUB
ASSOCIATION, INC.

By: [Signature]

Secretary

By: [Signature]

President

WITNESSES:

[Signature]

[Signature]

STATE OF FLORIDA
COUNTY OF ~~SARASOTA~~

Manatee

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared A. Mueller, as President and [Signature], as Secretary, of HARBOUR CIRCLE AT LONGBOAT KEY CLUB ASSOCIATION, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Certificate of Amendment to the Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment to the Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Longboat Key, Sarasota County, Florida this 27th day of January, 1998.

[Signature]
Printed Name of Notary:

Notary Public
Commission #



Kit E Dolsen
My Commission CC627855
Expires April 19, 2001

My Commission Expires: