

Division of Corporations

Page 1 of 1

N 13676

Florida Department of State  
Division of Corporations  
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FISHER ISLAND COMMUNITY ASSOCIATION, INC.

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Amendment  
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June 27, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FISHER ISLAND COMMUNITY ASSOCIATION, INC.  
2 ALHAMBRA PLAZA  
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CORAL GABLES, FL 33134

SUBJECT: FISHER ISLAND COMMUNITY ASSOCIATION, INC.  
REF: N13676

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
FISHER ISLAND COMMUNITY ASSOCIATION, INC.**

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

**FIRST:** The date of filing of the Articles of Incorporation of FISHER ISLAND COMMUNITY ASSOCIATION, INC., a corporation organized and existing under the Florida Not For Profit Corporation Act (the "Corporation"), was March 4, 1986.

**SECOND:** There are no members entitled to vote on the foregoing amendment. The number of votes cast by the directors of the Corporation was sufficient for approval of this amendment to the Corporation's Articles of Incorporation adopted on January 10, 2007.

**THIRD:** The description of the Class B Member in Section 2 of Article III is deleted in its entirety and the following is substituted in lieu thereof:

Class B. The Class B Voting Member shall be the Declarant, or a representative thereof, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast by the Class A Voting Members. The Class B membership shall cease and terminate on the earlier to occur of: (i) the Exit Date (as defined in Article V, Section 2) or the date upon which the Declarant elects to do so by written notice to the Voting Member.

**FOURTH:** Section 2 of Article V of the Articles of Incorporation of the Corporation is deleted in its entirety and the following is substituted in lieu thereof:

Section 2. Transfer of Control. Upon the earlier to occur of: (i) the Exit Date (as hereafter defined); or (ii) the date upon which the Declarant elects to do so by written notice to the Voting Member, the following shall occur:

- (A) the Class B Voting Membership shall cease and terminate;
- (B) the Declarant's designees on the Board of Directors shall resign (subject to the Declarant's right to continue to designate one (1) member of the Board as provided below).
- (C) The Class A Voting Members as provided below shall elect or designate the members of the Board of Directors of the Association as provided below; and

(D) Generally, the non-Declarant members of the Association, through their Voting Members, shall assume control of the Association.

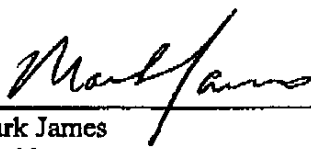
Notwithstanding any of the foregoing, however, the transfer of control of the Association shall not abrogate or impair any otherwise reserved rights or privileges of the Declarant under the Covenants, these Articles or the By-Laws or Rules and Regulations of the Association, as any of same may be amended from time to time.

"Exit Date" shall mean the earlier of (i) fifteen (15) years after the date of this Amendment or (ii) the date on which eight hundred and seventy-one (871) residential units have (x) been constructed, (y) received a certificate of occupancy from the applicable governmental authorities and (z) sold to third party purchasers, on Fisher Island (as such term is defined in that certain Master Covenants for Fisher Island dated August 5, 1986 recorded in the Public Records of Miami-Dade County, Florida at Official Record Book 13008, Page 2052, as such declaration has been amended and supplemented through the date of this Agreement), excluding for this purpose any residential unit constructed by the Club or any successor owner to real property owned by the Club or the Association as of or after the date of this Amendment.

**FIFTH:** Except as expressly provided herein, all of the terms and provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect and are hereby ratified and confirmed.

**IN WITNESS WHEREOF**, the Corporation has caused this amendment to the Articles of Incorporation to be duly executed by an authorized officer, who affirms that the information contained in the foregoing amendment is true under the penalties of perjury this 14th day of June, 2007.

**FISHER ISLAND COMMUNITY ASSOCIATION, INC.**, a Florida not for profit corporation



Mark James  
President