

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

Section 6. Resident Director Election Procedures.

(A) The Resident Directors of the Association shall be elected at the annual meeting of the Voting Members. The election shall be decided by majority vote of all Voting Members present in person or who cast ballots at the annual meeting. Proxies shall not be used for voting for Resident Directors.

(B) The Election of Resident Directors shall be conducted in the following manner:

(1) Nominations. Voting Members must submit written nominations for Resident Directors to the President/Chief Executive Officer of the Association not less than forty (40) days prior to the election.

(2) Notice. The Association will mail all Voting Members a written ballot which lists the names of the candidates for the Resident Director position(s) in alphabetical order by surname together with a notice, agenda and proxy for the annual meeting, voting instructions, a small inner envelope in which the election ballot shall be placed, a self addressed outer ballot envelope containing spaces for the Voting Members to print and sign their names and a return federal express envelope not less than thirty (30) days prior to the annual meeting and election. Notice of the annual meeting and election shall also be mailed to all Members of the Association not less than thirty (30) days prior to the meeting.

(3) Voting Procedure. The election shall be conducted by written ballot. Once the election ballots are completed, Voting Members shall place their completed election ballots in the small inner envelope and seal the envelope. The small inner envelope shall be placed within the outer larger envelope, and the outer envelope shall then be sealed. Each inner ballot envelope shall only contain one (1) election ballot, but if a Voting Member is entitled to cast more than one ballot, the separate inner ballot envelopes may be enclosed within a single outer envelope. The Voting Members shall sign the exterior of the outer envelopes in the space provided for such signatures. The election envelopes shall either be mailed or hand delivered to the Association. All election envelopes received by the Association shall be retained by the Association and shall not be opened until the election. As the first order of business at the annual meeting, the Association shall collect election ballots from Voting Members who have not cast ballots and from any Voting Members who have requested to change previously cast ballots. Upon the commencement of the opening of the outer election ballot envelopes, the polls shall be closed, and no more election ballots shall be accepted. Each Voting Member shall be entitled to cast one (1) vote for as many nominees as there are vacancies to be filled. The nominees receiving a majority of the votes of the Voting Members shall be elected as Resident Directors. There shall be no cumulative voting.

(4) Terms. Notwithstanding anything in these Articles of Incorporation to the contrary, commencing with the next election of the Association taking place after the effective date of this amendment, the Resident Directors shall serve for staggered terms of three (3) years.

(5) Runoff Elections. If no candidates receive a majority of the votes of the Voting Members or if two or more candidates for the same position receive the same number of votes, which would result in one or more candidates not serving as Resident Directors, the Association shall conduct a runoff election. The runoff election shall be conducted by written ballot. Within seven (7) days of the date of the election, the Association shall mail or personally deliver to the Voting Members and the

Members, a notice of the runoff election. The only candidates eligible for the runoff election for the Resident Director positions are the runoff candidates from the previous election. The notice shall inform the Voting Members and the Members of the date, time and location the runoff election is scheduled to occur. The notice to the Voting Members shall also include a runoff election ballot which lists the names of the candidates in alphabetical order by surname. The runoff election must be held not less than fourteen (14) days nor more than thirty (30) days after the date of the election.

In the event the runoff election results in a tie vote of the Voting Members, the Association shall coordinate at least two (2) re-votes of the Voting Members. If after two (2) re-votes of the Voting Members no candidate is selected as a Resident Director, the determination shall be made by a majority of the existing Resident Directors.

Section 7. Removal of Directors.

Residential Directors may be recalled and removed from office, with or without cause, by an affirmative vote or written agreement of a majority of the Voting Members. As long as the Declarant retains the right to elect certain Directors pursuant to Section 4 of this Article, Directors elected by the Declarant may only be removed by the Declarant.

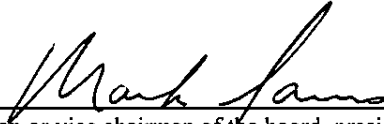
The date of adoption of the amendment(s) was: February 14, 2008

Effective date if applicable: February 14, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Mark James

(Typed or printed name of person signing)

President and CEO

(Title of person signing)

FILING FEE: \$35