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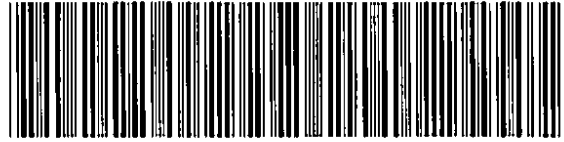
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Name:	FISHER ISLAND COMMUNITY ASSOCIATION, INC
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**AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
FISHER ISLAND COMMUNITY ASSOCIATION, INC.**

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19 APR -5 AM 9:32  
FISHER ISLAND COMMUNITY ASSOCIATION, INC.

1. PREMABLE. This amendment (this "Amendment"), dated April 5, 2019, hereby amends Articles of Incorporation (the "Articles") of Fisher Island Community Association, Inc., a Florida not-for-profit corporation (the "Association"), created pursuant to Chapter 617, Florida Statutes, which Articles were filed on March 4, 1986 and assigned Florida document number N13676. Capitalized terms used herein but not defined shall have the meanings ascribed thereto in the Articles.
  
2. RECITALS. WHEREAS, the Articles are being amended hereby for the following reasons:
  - A. Pursuant advice of the Association's maritime counsel, the Articles must be amended to expand the Board to nine (9) directors and increase the quorum requirement for Board meetings to five (5) directors so as to remain compliant with law, including portions of the Merchant Marine Act of 1920 (known as the Jones Act), due to the number of non-U.S. citizen directors currently on the Board.
  - B. Pursuant to a letter from the Club received by the Association, the Club is exercising its rights under Article V, Section 4(D) of the Articles to appoint a director to the Board.
  - C. Pursuant to a letter from the Declarant received by the Association, the Declarant is exercising its rights under Article V, Section 4(E) of the Articles to appoint a director to the Board immediately following the appointment of the Club's director.
  
3. AUTHORITY.
  - A. Section 617.1002(1) of the Florida Statutes provides that an "alternative procedure" for amending the articles of incorporation of an entity may be provided in its articles.
  - B. Pursuant to the Article VIII, Section 1 of the Articles, the Declarant has the right to unilaterally amend the Articles. The Declarant has executed this Amendment.
  - C. As required by 617.01201(6) of the Florida Statutes, this Amendment has been executed by a Director of the Association.
  - D. For the avoidance of doubt and as a statement required by Section 617.1006(4) of the Florida Statutes, there are no members entitled to vote on this Amendment.
  
4. AMENDMENT. For the reasons set forth in the "RECITALS" section above and on the authority set forth in the "AUTHORITY" section above, pursuant to the Articles and the relevant provisions of Section 617 of the Florida Statutes, the Association adopts the following Amendment to its Articles:

- A. All provisions of the Articles of Incorporation not amended hereby shall remain in full force and effect.
- B. Those portions of the Articles of Incorporation that are being deleted by these amendments are represented herein as stricken (e.g., ~~stricken out~~) and portions of the Articles of Incorporation that are being added by these amendments are represented herein as underlined (e.g., underlined). References in this Amendment to the "current" date or the "date hereof" are references to April 5, 2019 as of 12:01 A.M.
- C. Sections 3 and 4 of Article V of the Articles of Incorporation are hereby amended as follows:

Section 3. ~~Original~~ Board of Directors. The names ~~and addresses~~ of the first current Board of Directors of the Association, who shall hold office until the first next annual meeting of Voting Members and thereafter until qualified successors are duly designated or elected and have taken office, shall be as follows:

1. Heinrich von Hanau (appointed by Declarant)
2. Lauren Marks (appointed by Declarant)
3. Lee Ann Ryan (appointed by Declarant)
4. Cedrik Denain (appointed by Declarant)
5. Mark Reid (appointed by Declarant)
6. Michael Ashkin (appointed by Club)
7. Marc Peperzak (elected by Residential Voting Members)
8. George Perlman (elected by Residential Voting Members)
9. Jeff Horowitz (elected by Residential Voting Members)

Name	Address
<del>William Rebozo</del>	<del>17106 Fisher Island Miami, Florida 33109</del>
<del>Ronald P. Chandler</del>	<del>17106 Fisher Island Miami, Florida 33109</del>
<del>Frank Maloney</del>	<del>17106 Fisher Island Miami, Florida 33109</del>

Section 4. Election/Designation of Members of Board of Directors. ~~Initially, the Board of Director shall consist of the three (3) persons named above or their respective replacements, all as designated by the Declarant (Class B Voting Member). Thereafter,~~ Currently, the Board of Directors consists solely of the nine (9) persons named above. From and after the date hereof, five (5) members of the Board of Directors shall be designated by the Declarant (Class B Voting Member) and the remaining members of the Board shall be elected or designated as follows (with the number of seats on the Board to automatically increase accordingly):

~~(A) three (3) Board members in total shall be elected by the Voting Members representing residential dwelling units (the "Residential Voting Members"); when twenty five percent (25%) of the total number of residential dwelling units intended to be subject to the Covenants have been constructed and conveyed, one (1) Board member designee of the Declarant shall resign and the resulting vacancy shall be filled by the person elected by the plurality vote of the Voting Members representing residential dwelling units (the "Residential Voting Members");~~

(B) upon transfer of control of the Association, but as long as the Declarant designates a Director, the Residential Voting Member, collectively, shall elect two (2) Directors plus one (1) Director for each Director designated as provided in (D), below:

(C) when the Declarant no longer designates any Directors, the Residential Voting Members, collectively, shall elect three (3) Directors, plus one (1) Director for each Director designated as provided in (D), below:

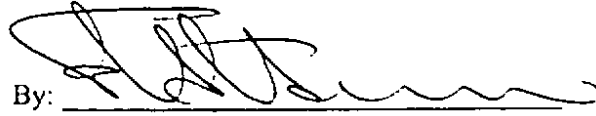
(D) as the Club, any Hotel and any commercial/retail property (all as defined or described in the Covenants) become subject to assessment under the Covenants, their respective Voting Members shall elect or designate one (1) Director for each type of property (i.e., the Club's Voting Member shall elect a Director, all Hotels' Voting Member shall collectively elect a Director and all commercial/retail Voting Members shall collectively elect a Director). A Voting Member as aforesaid may also serve as a Director. In the event that the Declarant owns any of the aforesaid properties, the Declarant may appoint the Voting Member therefor, who shall be entitled to vote for the Director for such class of property, such right of the Declarant to exist by virtue of its ownership of the applicable property rather than by virtue of its status as Declarant or Voting Member:

(E) In the event that Directors are elected pursuant to (D), above, prior to transfer of control of the Association by Voting Members other than designees of the Declarant, as each such Director is elected, the Declarant shall be entitled to elect an additional Director, (i.e., a new Board seat shall be created, which shall be filled pursuant to this provision).

Notwithstanding any other provision hereof or in any other document affecting the Association that may be superseded hereby, the intended effect of this provision is that the current Board shall consist of nine (9) members in total, with the Declarant appointing five (5) Directors, the Club appointing one (1) Director and the Residential Voting Members electing a total of three (3) Directors.

A majority of the Directors shall constitute a quorum for all meetings of the Board.

**IN WITNESS WHEREOF**, I have affixed my name in my capacity as Director of the Association on this 5<sup>th</sup> day of April, 2019.



By: \_\_\_\_\_  
Name: Heinrich von Hanau  
Title: Director of Association

**IN WITNESS WHEREOF**, I have affixed my name in my capacity as President of the Declarant on this 5<sup>th</sup> day of April, 2019.



By: \_\_\_\_\_  
Name: Heinrich von Hanau  
Title: President of Declarant