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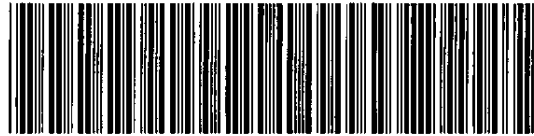
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*Amend*

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February 2, 2010

Reply To:  
West Palm Beach  
Kenneth S. Direktor, Esq.  
Direct dial: (561) 820-2880  
kdirektor@becker-poliakoff.com

CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

**RE: Highlands Place Condominium Association, Inc.**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Highlands Place Condominium Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,



**KENNETH S. DIREKTOR**  
For the Firm

KSD/ebd  
Enclosures

ACTIVE: 2869034\_1

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**AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
HIGHLANDS PLACE CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **Highlands Place Condominium Association, Inc.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article XVI thereof, by the membership at a duly called and noticed meeting of the members held February 18, 2008. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**AMENDMENTS TO THE  
ARTICLES OF INCORPORATION FOR  
HIGHLANDS PLACE CONDOMINIUM ASSOCIATION, INC.**

(Additions shown by "underlining",  
deletions shown by "~~strikeout~~",  
unaffected text indicated by "...")

IX.

~~The number of members on the first Board of Directors, who shall serve until the first annual meeting of the Association following the recordation of the Declaration of Condominium establishing the Condominium shall be three. The number of members of succeeding Boards of Directors shall be three, or as otherwise provided from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. At least a majority of the members of all Boards of Directors shall be members of the Association or shall be authorized, representatives, officers or employees of a corporate member of the Association.~~

~~When (but not before) Unit Owners other than the Developer own at least fifteen percent (15%) of the Units of the Condominium that will be operated by the Association, the Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, one third (1/3) of the members of the Board of Directors. Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, a majority of the members of the Board of Directors upon the earlier to occur of the following:~~

~~(a) Three years after 50 percent but less than ninety percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;~~

~~(b) Three months after 90 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;~~

~~(c) When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or~~

~~(d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business.~~

~~The Developer shall have the right to elect all members of the Board of Directors of the Association which Unit Owners other than the Developer are not entitled to elect as long as the Developer holds for sale in the ordinary course of business any Unit(s) in the Condominium. The Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the~~

~~ordinary course of business at least five percent (5%) of the Units in the Condominium operated by the Association. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors of the Association in the same manner as any other Unit owner of the Association. After Unit Owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within a reasonable time and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association all property of the Unit Owners and of the Association held or controlled by the Developer.~~

~~\*\*\*~~

~~XI.~~

~~The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the first annual meeting of the Association after recordation of the Declaration establishing the Condominium and thereafter until their successors are selected and have qualified, are as follows:~~

<del>Attila N. Hollohazy</del>	<del>3506 Boulevard Chatelaine Delray Beach, Florida 33444</del>
<del>Margaret Haskins</del>	<del>Century Village Preston E-204 Boca Raton, Florida 33434</del>
<del>Milton Seagrave, Jr.</del>	<del>3687 Collingwood Lane West Palm Beach, Florida 33406</del>

~~XII XI.~~

~~The Subscribers to these Articles of Incorporation are the persons herein named herein below: to act and serve as members of the first Board of Directors of the Association. The names of the Subscribers, and their respective residence addresses, are set forth in Article XI hereof.~~

<u>Attila N. Hollohazy</u>	<u>3506 Boulevard Chatelaine Delray Beach, Florida 33444</u>
<u>Margaret Haskins</u>	<u>Century Village Preston E-204 Boca Raton, Florida 33434</u>
<u>Milton Seagrave, Jr.</u>	<u>3687 Collingwood Lane West Palm Beach, Florida 33406</u>

~~XIII.~~

~~The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:~~

<del>President</del>	<del>Attila N. Hollohazy</del>
<del>Vice President</del>	<del>Margaret Haskins</del>
<del>Secretary/Treasurer</del>	<del>Milton Seagrave, Jr.</del>

~~XIV~~ XII.

\* \* \*

~~XV~~ XIII.

\* \* \*

~~XVI~~ XIV.

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

At such meeting the amendment or amendments proposed must be approved as follows:

- (a) by not less than a majority of the votes of all of the members of the Association represented at a meeting in person or by proxy at which a quorum thereof has been attained and by not less than 66-23% of the entire Board of Directors; or
- (b) ~~after control of the Association is turned over to Unit Owners other than the Developer,~~ by not less than 80% of the votes of all of the members of the Association represented at a meeting in person or by proxy at which a quorum has been attained; or
- (c) by not less than 100% of the entire Board of Directors.

No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes with respect to the Association's powers, without the approval in writing of all members and the joinder of all record owners of first mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone. This paragraph may not be amended.

Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file

the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Palm Beach County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. ~~Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article IX hereof, may be adopted or become effective without the prior written consent of Developer.~~

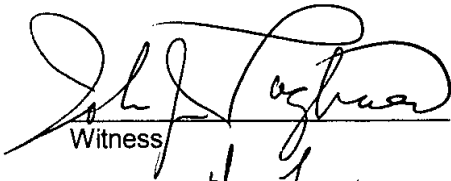
XVII XV.

~~Corporation Information Services, Inc. Becker & Poliakoff, P.A. is hereby designated as the Registered Agent of the Association, and 502 E. Park Avenue, Tallahassee, Florida 32304~~ 625 North Flagler Drive, 7<sup>th</sup> Floor, West Palm Beach, Florida 33401 is hereby designated as the Registered Office of the Association.

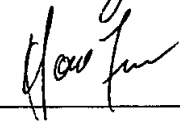
\* \* \* \* \*


WITNESS my signature hereto this 12 day of NOVEMBER, 2009, at Highland Beach, Palm Beach County, Florida.

HIGHLANDS PLACE CONDOMINIUM  
ASSOCIATION, INC.

  
Witness

BY:  (SEAL)  
President


  
Witness

ATTEST:  (SEAL)  
Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 12 day of NOVEMBER, 2009, by AMERICO UARONE and JUDITH STERN, as PRESIDENT and SECRETARY, respectively, of Highlands Place Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced PERSONALLY KNOWN identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

 (Signature)

PEARL A. KEELEY (Print Name)  
Notary Public, State of Florida at Large

ACTIVE: 1469039\_1

