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November 29, 1999

Secretary of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

800003058518--8 -12/02/98--01035--003 *****43.75 *****43.75

Re: Articles of Amendment to Articles of Incorporation of Bentley Homeowners Association, Inc.

Dear Sir or Madam:

Please find enclosed herewith original Articles of Amendment to Articles of Incorporation of Bentley Homeowners Association, Inc., along with Bentley Homeowners Association, Inc.'s check number 869, made payable to the Secretary of State, in the amount of \$43.75, representing payment for filing the above referenced Articles with the Secretary of State and for a **CERTIFIED COPY** of same. I have enclosed a self-addressed stamped envelope for your convenience in returning the certified copy to this office.

Thank you for your attention to this matter. Please contact me if you have any questions.

Sincerely,

Colleen A. Braden

CAB:kll Enclosures

cc: Bentley Homeowners Association, Inc.

Ben001 ltr5

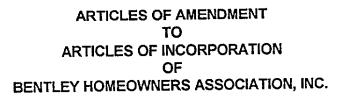
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SEGRETARY OF STATE ALLAHASSEE, FLORIDA

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The undersigned, being the President of BENTLEY HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, hereby execute these Articles of Amendment which shall be filed in the Office of the Florida Department of State.

ARTICLE I Amendments

A copy of the text of the amendment adopted is attached hereto as Exhibit "A".

ARTICLE !! Approval

The members of BENTLEY HOMEOWNERS ASSOCIATION, INC. are entitled to vote on amendments to the Articles of Incorporation. The members voted on the subject amendment at a special meeting on November 17, 1999, at which a quorum was present, and the number of votes cast for the amendment was sufficient for approval.

ARTICLE III Effective Date

The attached amendment shall be effective upon the date of filing of these Articles of Amendment by the Florida Department of State.

IN WITNESS WHE	REOF, the undersigned has executed these Articles of Amendment on , 1999.
	BENTLEY HOMEOWNERS ASSOCIATION, INC. By:
	its President

Address: 856 Boutley Green Cir Winter Sprump, FU 32708

STATE OF FLORIDA	
COUNTY OF SEMINOLE	——————————————————————————————————————
MOVEMBER, 1999 by Ruo: W HOMEOWNERS ASSOCIATION, INC.,	NT was acknowledged before me this // day of // STOCK HAMMER , as President of BENTLEY, a Florida not for profit corporation, on behalf of the ersonally known to me or \text{hammer} has produced as identification.
MOTHERO was bond and efficial a	seal in the County and State last aforagaid on this /'/
WITNESS my hand and official s	seal in the County and State last aforesaid on this ///
WITNESS my hand and official s day of <u>NOVEMBER</u> , 1999.	seal in the County and State last aforesaid on this //_
WITNESS my hand and official s day of <u>NOVOMBER</u> , 1999.	seal in the County and State last aforesaid on this //_
WITNESS my hand and official s day of <u>NOVLMBER</u> , 1999.	seal in the County and State last aforesaid on this //
WITNESS my hand and official s day of <u>NOVOMBER</u> , 1999.	Custance Rhueno
WITNESS my hand and official s day of <u>NOVOMBER</u> , 1999.	Notary Public-State of Florida Print Name:
WITNESS my hand and official s day of <u>NOVOMBER</u> , 1999.	Notary Public-State of Florida

Ben001art1 10/12/99 a:CAB/kll

AMENDMENT 1: PROPOSED AMENDMENT TO ARTICLES OF INCORPORATION

ARTICLE IX BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) five (5) directors who need not be Members. The initial Board shall be comprised of three (3) people, but number of directors may be enlarged to as many as nine (9) people by amendment to these Articles; provided that there shall always be an odd number of directorships created. Anything in these Articles to the contrary notwithstanding, until such time as the Declarant has conveyed to purchasers not affiliated with the Declarant all lands which are subject to potential annexation pursuant to Article II, Section 2, of the Declaration, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

A. Walter Temple, Jr.

990 Douglas Avenue
Altamonte Springs, Florida 32714

Branimir Botic

990 Douglas Avenue
Altamonte Springs, Florida 32714

Lisa Gilbertson

990 Douglas Avenue
Altamonte Springs, Florida 32714

Once the Declarant relinquishes his right to appoint the Board of Directors, the Members shall elect the directors for staggered terms of three (3) years each. To create the staggered terms, one post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. The third post shall be deemed vacant a the end of third year, and a successor director shall be elected. All successor directors shall serve for terms of three (3) years each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year. To comply with the immediately preceding requirement, at the first election of a five (5) member Board, the director receiving the highest number of votes shall serve a three (3) year term. All successor directors shall serve for terms of three (3) years each.

CODING:

Additions to text are indicated by bold underline;

deletions by strikeout.