

N940000000694

LAW OFFICES

ST. JOHN, DICKER, CAPLAN, KRIVOK & CORE, P.A.

SUITE 600

500 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401

DAVID ST. JOHN
EDWARD DICKER
LOUIS CAPLAN
JAMES N. KRIVOK
DAVID A. CORE

J. PAUL FANNING
THERESA M. LEMME
SCOTT A. STOLOFF
DAVID J. SCHNEID

OF COUNSEL
GEORGE SCHWIND, P.A.

FILED
00 FEB 18 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(904) 655-8993
TELEFAX
(904) 655-0650

February 16, 2000

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

800003140038--7
-02/18/00--01084--003
*****35.00 *****35.00

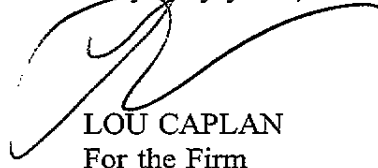
**RE: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
WINDSOR BAY HOMEOWNERS' ASSOCIATION, INC.**

To Whom It May Concern:

Enclosed please find an original and one copy of an Amendment to the Articles of Incorporation for Windsor Bay Homeowners' Association, Inc. Please accept said Amendment for filing and return a copy to the undersigned. Also, enclosed is the firm's check in the amount of \$35.00 to cover the filing fees.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,


LOU CAPLAN
For the Firm

LC/ecb
Enclosures
136902.sec

Amend

V. SHEPARD MAR 1 2000

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
OF
WINDSOR BAY HOMEOWNERS' ASSOCIATION, INC.**

FILED
00 FEB 18 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

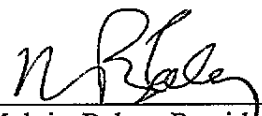
Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

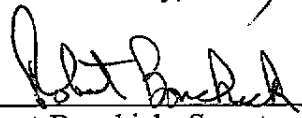
FIRST: Amendment adopted: **SEE ATTACHED**

SECOND: On the 18th day of November, 1998 the above Amendment was adopted by the members and the number of votes cast for the amendment were sufficient for approval.

Dated 2/12, 2000

**WINDSOR BAY HOMEOWNERS'
ASSOCIATION, INC.**

By: 
Dr. Melvin Paley, President

By: 
Robert Bonchick, Secretary

This instrument prepared by:
Louis Caplan, Esquire
ST. JOHN, DICKER, CAPLAN, KRIVOK
& CORE, P.A.
500 Australian Avenue So.
Suite 600
West Palm Beach, Florida 33401

**AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
WINDSOR BAY HOMEOWNERS' ASSOCIATION, INC.
(FORMERLY KNOWN AS ST. JAMES
PARK HOMEOWNERS' ASSOCIATION, INC.)**

The Declaration of Covenants and Restrictions for St. James Park, incorporated in the first modification dated January 7, 1994 is recorded in Official Records Book 8235, Page 93 which was an amendment to the original Declaration of Covenants and Restrictions for St. James Place, Official Records Book 7294, Page 333 of the Public Records of Palm Beach County, Florida. The original Articles of Incorporation of St. James Park Homeowners' Association, Inc., as amended and now known as the Articles of Incorporation of Windsor Bay Homeowners' Association, Inc., are recorded in Official Records Book 8235, at Page 107.

As indicated herein, words underlined are added and words ~~struck through~~ are deleted.

-
- Item 1. Article X of the Articles of Incorporation of Windsor Bay Homeowners' Association, Inc., as amended, is amended to read as follows:**

**ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION**

Amendments of these Articles shall be prepared and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered, or in a written consent document if the amendment is approved by written consent in lieu of a meeting.

B. A resolution for the adoption may be proposed either by ~~a two-thirds (2/3) vote of the Board of Directors~~ or by filing with the Secretary of the Corporation a petition setting forth such proposed amendment signed by members holding not fewer than ten percent (10%) of the votes in the Corporation.

C. A proposed amendment shall be passed by a majority (50% +1) two-thirds (2/3) vote, either at a meeting or by written consent in lieu of a meeting, of the entire votes in the Corporation, ~~and shall thereafter be submitted to the Board of the Master Association for approval. The amendment shall be deemed~~

~~approved unless rejected by the Board of the Master Association within forty five (45) days after the submission thereof. Any amendment rejected by the Board of the Master Association shall be null and void and of no effect.~~

~~D. — Notwithstanding the foregoing, the Board of the Master Association shall have the absolute right, at any time and from time to time, to amend these Articles in any and all respects without the consent or approval of any other members of the Corporation, provided only that a certified copy of the Articles of Amendment shall be filed with the Secretary of the Corporation. The Corporation shall provide notice of the Amendment to the members within thirty (3) days after the filing of such certified copy with the Secretary of the Corporation.~~

~~E. — Notwithstanding the foregoing, (i) prior to the time of Turnover, as provided in the Declaration, the Developer may amend these Articles upon two-thirds (2/3) approval of the Board, and without the vote of the Membership, (ii) no amendment to these Articles shall be valid without the affirmative vote of the Developer for so long as the Developer owns any lot or property within the Property.~~