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January 6, 2000

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

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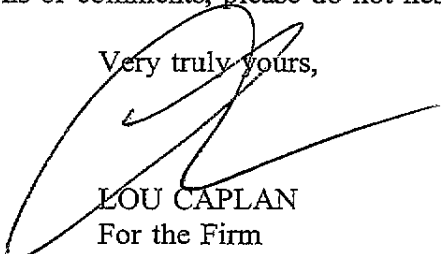
**RE: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
HUNTINGTON PROPERTY OWNERS' ASSOCIATION, INC.**

To Whom It May Concern:

Enclosed please find an original and one copy of an Amendment to the Articles of Incorporation of Huntington Property Owners' 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
134501.sec

FILED
00 JAN 10 AM 8 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

T LEWIS JAN 19 2000

ARTICLES OF AMENDMENT,
TO
HUNTINGTON PROPERTY OWNERS' ASSOCIATION, INC.

FILED
00 JAN 10 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

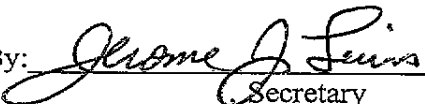
FIRST: Amendment adopted: "SEE ATTACHED"

SECOND: On Nov. 9th, 1999, the above Amendment was adopted by the members at the November 9, 1999 Annual Meeting, and the number of votes cast for the amendment was sufficient for approval.

Dated January 3, ²⁰⁰⁰~~1999~~

HUNTINGTON PROPERTY OWNERS'
ASSOCIATION, INC.

By: , President

By: , 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
1345A.art

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
HUNTINGTON PROPERTY OWNERS' ASSOCIATION, INC.**

The original Declaration of Restrictions and Protective Covenants for Huntington is recorded in Official Records Book 8667, Page 445 of the Public Records of Palm Beach County, Florida.

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

Item 1. Article IV, Section 4, of the Articles of Incorporation of Huntington Property Owners' Association, Inc., shall be amended as follows:

Section 4. Duration of Office

Members elected to the Board of Directors shall hold office until they resign or ~~until the next succeeding annual meeting of members, and thereafter~~ until qualified successors are duly elected and have taken office.