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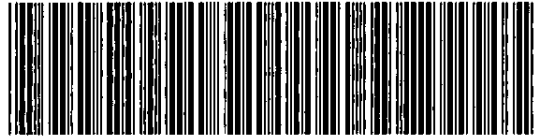
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Amir
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*Law Offices
of*
Charles W. McKinnon, P.L.

Charles W. McKinnon
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Vero Beach, Florida 32963

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April 20, 2010

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

*Re: Ocean Pearl II Homeowner's Association, Inc.
Document Number: N95000000690*

To Whom It May Concern:

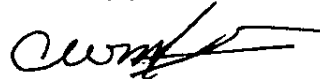
Enclosed please find the following:

1. Original Articles of Amendment to the Articles of Incorporation of Ocean Pearl II Homeowner's Association, Inc. for filing with the Secretary of State;
2. One photocopy of the Articles of Amendment;
3. A check in the amount of \$43.75 as the required filing fee, and certified copy charge.

Please file the original Articles of Amendment and return to us the certified copy.

If you should have any questions concerning the Articles of Amendment, please feel free to contact me. Thank you for your assistance in this regard.

Sincerely yours,



Charles W. McKinnon

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OCEAN PEARL II HOMEOWNER'S ASSOCIATION, INC.**

THE UNDERSIGNED, being the President and Secretary of **OCEAN PEARL II HOMEOWNER'S ASSOCIATION, INC.**, a Florida non-profit corporation, hereby certify that, in accordance with the requirements of Florida law, and of the Articles of Incorporation of **Ocean Pearl II Homeowner's Association, Inc.**, at a duly called meeting of the Board of Directors of **OCEAN PEARL II**, held on the 7th day of December, 2009, not less than seventy-five percent (75%) of the Board of Directors voted to amend the Articles of Incorporation as hereinafter set out; and at a duly called meeting of all of the lot owners of **OCEAN PEARL II**, held on the 23rd day of March, 2010, not less than seventy-five percent (75%) of the members of the Association affirmatively voted to amend the Articles of Incorporation as hereinafter set out.

NOW, THEREFORE, in consideration of the foregoing, the Articles of Incorporation shall be amended as follows:

I. Article I shall be amended to read as follows:

The name of the Corporation shall be OCEAN PEARL II HOMEOWNER'S ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

II. Article VI shall be amended to read as follows:

Membership in the Association shall be established by the acquisition of record fee simple title or record title to an undivided fee simple interest in any lot lying within the confines of Ocean Pearl II Subdivision. Membership in the Association is not transferable and shall be automatically terminated upon divestiture of record fee simple title. There shall be one class of membership.

III. Article VII shall be amended to read as follows:

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) persons. Directors must be members of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the By-Laws of the Association. The Directors of

the Association shall be elected at the annual meeting of the Association.

IV. Article VIII shall be amended to read as follows:

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers shall be elected by the Board of Directors annually at its meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

V. Article X shall be amended to read as follows:

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the owners of three (3) or more lots in Ocean Pearl II. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval or disapproval in writing, provided such approval or disapproval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such amendment must be approved by not fewer than the owners of fourteen (14) lots in Ocean Pearl II.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all record owners of the affected lots(s) and all record owners of mortgages upon the lot(s). No amendment shall be made that is in conflict with the Declaration of Restrictions on Real Estate or the Architectural Guidelines and Rules and Regulations.

10.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the public records of Indian River County, Florida.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Association have executed this Article of Amendment to the Articles of Incorporation, this 14th day of April, 2010.

OCEAN PEARL II HOMEOWNER'S
ASSOCIATION, INC.

By: [Signature]

President

Print Name: IRA KNIGHT

(CORPORATE SEAL)

ATTEST:

By: Margaret McRoberts

Secretary

Print Name: MARGARET McRoberts

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that before me, a Notary Public, personally appeared Robert Knight and Margaret McRoberts, respectively the President and Secretary of Ocean Pearl II Homeowner's Association, Inc., who ☐ have produced _____ as identification or ☒ who are personally known to me to be the persons described in the foregoing instrument and who have acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 14th day of April, 2010.

[Signature]

Name: WILLIAM F. MILLER

Notary Public, State of Florida

(Affix Seal)