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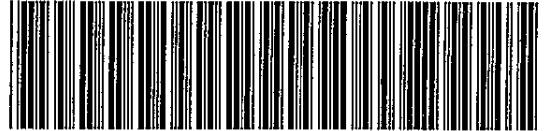
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STATE
ALLIANCE, FLORIDA

Ps 10/29/03
Amend.

LAW OFFICES

BECKER & POLIAKOFF, P.A.

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Reply To:
Ellen Hirsch de Haan, J.D.
edehaan@becker-poliakoff.com

October 22, 2003

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Florida Department of State
Amendment Section
P.O. Box 6327
Tallahassee, FL 32302-6327

Re: Articles of Amendment to the Articles of Incorporation of Shores of
Long Bayou Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles Amendment to the Articles of
Incorporation of Shores of Long Bayou Homeowners' Association, Inc., and a copy
of same to be stamped and returned to this office. Please also find a check in
the amount of \$35.00, your recording fee, and a return envelope for our copy of the
document.

If you should have any questions, please do not hesitate to contact this office.

Yours truly,



ELLEN HIRSCH de HAAN
For the Firm

EHD/sdk
Enclosure

S00721/079489

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
SHORES OF LONG BAYOU HOMEOWNERS' ASSOCIATION, INC.

FILED

03 OCT 27 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporations adopt the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: Article IX., Sections 2., and 3. (See attached)

SECOND: The date of adoption of the amendment was Sept. 24, 2003.

THIRD: Adoption of amendment:

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

(SEAL)

SHORES OF LONG BAYOU
HOMEOWNERS' ASSOCIATION, INC.

BY: Melinda Hall
Melinda Hall, President

DATED Oct. 17th, 2003

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Melinda Hall, to me known to be the President of Shores of Long Bayou Homeowners' Association, Inc., and she acknowledged before me that she freely and voluntarily executed the same as such authorized agent, under authority vested in her by said corporation. She is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

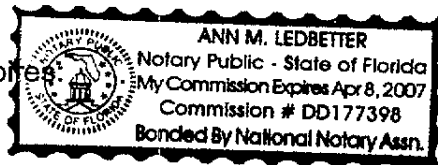
WITNESS my hand and official seal in the County and State last aforesaid, this 17th day of October, 2003.

Ann M Ledbetter

Notary Public

Printed Name: _____

My commission expires:



ADOPTED AMENDMENTS TO
ARTICLES OF INCORPORATION AND
BYLAWS OF THE SHORES OF LONG BAYOU
HOMEOWNERS' ASSOCIATION, INC.

1. Adopted amendment to Articles of Incorporation, Article IX., Sections 2., and 3., as follows:

ARTICLE IX. BOARD OF DIRECTORS

Section 2. This Association shall have three (3) directors initially. The number of directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3). From and after the annual meeting immediately following the expiration of Class B membership in this Association, the Board shall ~~at all times be composed of at least one (1) director from each condominium association in the Association Area~~ consist of nine (9) members.

Section 3. ~~Before~~ At the annual meeting designated above and ~~at before~~ each annual meeting thereafter, the membership of ~~this~~ each condominium ~~a~~Association shall elect ~~one (1) person~~ nine (9) Directors at Large to serve on the Board ~~from among any qualified candidates who are members of the Association;~~ provided, however, if any condominium association has not elected a director at least one (1) week before the annual meeting, its Board of Directors shall elect the director. ~~Each such director must be a member or voting representative of the condominium association he represents and must be a director of that condominium association at the time of his election. The Bylaws may provide that the directors be divided into not more than four (4) classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, so long as no term shall continue longer than four (4) years, and at least one fifth (1/5) in number of the directors shall be elected annually. Elections shall be held in accordance with the provisions of the Bylaws and Chapter 718, Florida Statutes.~~ Any vacancies occurring on the Board before the first election by the several condominium associations may be filled by the Developer.

2. Adopted amendments to Bylaws, Article VII., Sections 2., 4., 5., 7., 8. and 9., as follows:

ARTICLE VII. DIRECTORS

2. Qualifications of Directors. the qualifications for becoming and remaining a director of the Association are as follows:

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