

796000001149

THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 300

1515 SOUTH FEDERAL HIGHWAY

DOCA HATON, FLORIDA 33432

H. BOWEN GILLESPIE III  
DONALD H. ALLISON \*  
HARRLEY M. PARNHLE

ALSO ADMITTED IN  
\* ARIZONA, CALIFORNIA

TELEPHONE (407) 360-5750  
TELECOPIER (407) 395-0917

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 FEB 28 PM 3:54

FILED

January 22, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles Of Incorporation  
Swan's Landing Homeowners' Association, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida not-for-profit corporation, Certificate Designating Place of Business or Domicile for the Service of Process Within the State and Naming Agent Upon Whom Process may be Served, and our firm's check in the amount of \$122.50 representing payment of the following:

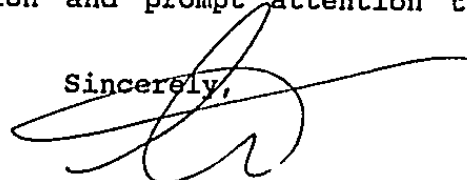
Filing Fees	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00

500001725005  
-02/27/96--01061--006  
\*\*\*122.50 \*\*\*122.50

TOTAL: \$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your anticipated cooperation and prompt attention to this matter.

Sincerely,



Todd C. Drosky

TCD/cev  
Enclosures

ci:\wp50\regency\corresp\secstate.sw1\cv

AL MAR - 1 1995

ARTICLES OF INCORPORATION

of

SWAN'S LANDING HOMEOWNERS' ASSOCIATION, INC.  
(a Florida corporation not for profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation shall be SWAN'S LANDING HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "ASSOCIATION"). The initial principal office address of the Association shall be 2626 University Drive, Coral Springs, Florida 33065.

ARTICLE II  
PURPOSES

The general nature, objectives and purposes of the ASSOCIATION are:

A. To provide for the maintenance of that certain property described as follows:

See Exhibit "A" attached hereto.

TOGETHER WITH such additional contiguous or reasonably adjacent land as may hereinafter be added to the ASSOCIATION'S purview by the SUBDIVIDER (as hereinafter defined) by an amendment to these Articles of Incorporation or by such other appropriate instrument recorded in the Public Records of Broward County, Florida. In the event that additional land shall be made subject to the DECLARATION OF RESTRICTIONS for SWAN'S LANDING AT REGENCY LAKES (hereinafter referred to as the "RESTRICTIONS"), all references in these Articles of Incorporation to SWAN'S LANDING AT REGENCY LAKES shall be deemed to include such additional land.

B. To provide, purchase, construct, improve, maintain, repair, replace and operate private roads, walkways, street lights, landscape areas, walls, fencing and entrance signage on, upon, over and under those portions of SWAN'S LANDING AT REGENCY LAKES designated for such use or in separate instruments executed by SUBDIVIDER and recorded in the Public Records of Broward County, Florida.

C. To operate, without profit, for the sole and exclusive benefit of its MEMBERS (as hereinafter defined).

D. To enter into easement agreements or other user or possessory agreements whereby the ASSOCIATION may obtain the use or possession of real property not owned by it and to maintain and pay for the insurance, administration, upkeep, repair, replacement and maintenance of such property.

E. To perform all duties and exercise all powers conferred upon the ASSOCIATION by the RESTRICTIONS, as amended.

ARTICLE III  
GENERAL POWERS

The general powers that the ASSOCIATION shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Articles of Incorporation.

- B. To promulgate and enforce rules, regulations, and agreements to effectuate the purposes for which the ASSOCIATION is organized.
- C. To delegate power where such delegation is deemed to be in the interests of the ASSOCIATION.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, subject to any restriction contained in these Articles of Incorporation.
- E. To enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity.
- F. To do any and all of the activities and pursue any and all of the purposes set forth in the RESTRICTIONS and in these Articles of Incorporation and not forbidden by the laws of the State of Florida.
- G. To fix assessments to be levied against lots in SWAN'S LANDING AT REGENCY LAKES, to defray expenses and the cost of effectuating the purposes of the ASSOCIATION, to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations for the collection of such assessments.
- H. To carry out the obligations imposed upon the ASSOCIATION by the Declaration and General of Protective Covenants for Regency Lakes Community, recorded in Official Records Book 23288, at Page 955, of the Public Records of Broward County, Florida, and any Amendments and Supplements thereto.
- I. To charge recipients for services rendered by the ASSOCIATION when deemed appropriate by the Board of Directors of the ASSOCIATION.
- J. To pay taxes and other charges, if any, on or against property, owned or accepted, by the ASSOCIATION.
- K. In general, to have all powers conferred upon a corporation not for profit by the laws of the state of Florida, except as may be prohibited herein.
- L. To have all powers and authority conferred upon the ASSOCIATION by the RESTRICTIONS, as amended.
- M. Notwithstanding anything contained herein to the contrary, the ASSOCIATION shall not have the power to, and shall not engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidates for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of political statements.

**ARTICLE IV**  
**MEMBERS AND DEFINITIONS**

- A. The MEMBERS of the ASSOCIATION shall consist of the record property OWNERS of LOTS, including the record OWNERS of a fee interest in a portion of a LOT, if such portion has separate ownership from other portions of said LOT and comprises or contains a dwelling unit, and all such record property OWNERS shall be MEMBERS of the ASSOCIATION.
- B. The following words, when used in these Articles of Incorporation, shall have the following meanings:

1. "SUBDIVIDER" means and refers to REGENCY DEVELOPMENT II, INC., a Florida corporation, and OHIOLE JOINT VENTURE LIMITED, a Florida Limited Partnership.
2. "Board" or "Board of Directors" means and refers to the Board of Directors of the ASSOCIATION.
3. "OWNER" means and refers to every person or persons, or entity or entities, who are record owners of a fee simple interest in any LOT, or portion thereof, in SWAN'S LANDING AT REGENCY LAKES, their heirs, legal representatives, successors or assigns.
4. "LOT" means and refers to any LOT situate in SWAN'S LANDING AT REGENCY LAKES.

**ARTICLE V**  
**VOTING AND ASSIGNMENTS**

A. Subject to the restrictions and limitations hereinafter set forth, a Member shall be entitled to one (1) vote for each LOT owned. When more than one person holds a fee interest in any one (1) LOT, all such persons shall be Members, and the one (1) vote for such LOT shall be exercised as the OWNERS among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) LOT. The affirmative vote of a majority of the votes of the Members at any meeting of the Members duly called and at which a quorum is present shall be binding upon the Members.

B. The SUBDIVIDER shall have the right to appoint all of the Board of Directors, so long as it owns at least five (5) LOTS in the Property.

C. The SUBDIVIDER shall have the right to appoint two (2) members to the Board of Directors, so long as it owns less than five (5) LOTS, but more than one (1) LOT in the Property.

D. The ASSOCIATION will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the RESTRICTIONS, as complemented or supplemented by the applicable provisions of these Articles of Incorporation and the Bylaws of the ASSOCIATION.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

A. The business and affairs of the ASSOCIATION shall be managed by a Board of Directors consisting of five (5) Directors. So long as the SUBDIVIDER shall have the right to appoint all of the Board of Directors, the Directors need not be Members of the ASSOCIATION and need not be residents of SWAN'S LANDING AT REGENCY LAKES. Thereafter, Directors shall be Members of the ASSOCIATION and must be residents of SWAN'S LANDING AT REGENCY LAKES, except for those who are appointed by the SUBDIVIDER. At the option of the SUBDIVIDER, Members other than the SUBDIVIDER may be given the right to elect two (2) Directors while the SUBDIVIDER has the right to appoint all of the Board of Directors. Elections shall be by plurality vote. The first annual meeting of the Members shall be held at the call of the SUBDIVIDER. At the first annual meeting of the Members, an election for Members of the Board of Directors shall be held. The term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years and the term of the other two (2) elected Directors shall be established at one (1) year each. In addition, the SUBDIVIDER shall appoint two (2) Directors to serve for terms of two (2) years each. Thereafter, as many Directors shall be elected and appointed, as the case may

be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each succeeding annual election shall be for two (2) years, expiring at the second annual election following their election, and thereafter until removed from office, with or without cause, by the affirmative vote of a majority of the Members who elected or appointed them. In no event may a Board member appointed by the SUBDIVIDER be removed except by action of SUBDIVIDER. Any Director appointed by the SUBDIVIDER shall serve at the pleasure of the SUBDIVIDER, and may be removed from office, and a successor Director appointed to fill the vacancy on the Board, at any time by the SUBDIVIDER.

B. The names and addresses of the Members of the first Board of Directors, who shall hold office until the first annual meeting of the ASSOCIATION, and until their successors are elected or appointed and have qualified, are as follows:

E. C. Jensen	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065
Dennis Radice	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065
Lynn Barnes	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065
J. Darrell Landon	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065
David Levine	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065

#### ARTICLE VII OFFICERS

A. The officers of the ASSOCIATION shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the ASSOCIATION until the first annual meeting of the Board of Directors, and until their successors are duly elected and qualified are:

E. C. Jensen, President  
David Levine, Secretary  
Dennis Radice, Vice President  
David Levine, Treasurer

#### ARTICLE VIII CORPORATE EXISTENCE

The ASSOCIATION shall have a perpetual existence.

**ARTICLE IX**  
**BYLAWS**

The Board of Directors may, from time to time, adopt, alter or rescind the Bylaws of the ASSOCIATION.

**ARTICLE X**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the following manner:

A. The Board of Directors, by majority vote, shall adopt a Resolution setting forth the proposed Amendment and direct that it be submitted to a vote at a meeting of the Members.

B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any special or annual meeting, at which such proposed Amendment is to be considered by the Members.

C. The proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the votes of the Members entitled to vote thereon.

D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all Members and Directors eligible to vote in lieu of the above procedure.

E. Notwithstanding the foregoing, no Amendment affecting SUBDIVIDER shall be effective without the prior written consent of SUBDIVIDER or the successors or assigns of SUBDIVIDER.

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the Incorporator of these Articles is REGENCY DEVELOPMENT II, INC., a Florida corporation, at 2826 University Drive, Coral Springs, Florida 33065.

**ARTICLE XII**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and every officer of the ASSOCIATION (and the Directors and Officers as a group) shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the ASSOCIATION. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful malfeasance in the performance of his or her duties, the indemnification provisions of this Article shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to, and not exclusive of, any and all right of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein

may be adopted, without the prior consent of each and every Officer and Director, whether current or former, affected by such amendment.

**ARTICLE XIII**  
**TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

A. No contract or transaction between the ASSOCIATION and one or more of its Directors or Officers, or between the ASSOCIATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board, or a committee thereof, which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the ASSOCIATION shall incur liability by reason of the fact that he or she is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**ARTICLE XIV**  
**DISSOLUTION OF THE ASSOCIATION**

A. Upon dissolution of the ASSOCIATION, all of its assets remaining, after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed in the following manner and order:

1. Real property contributed to the ASSOCIATION without the receipt of other than nominal consideration by the SUBDIVIDER (or its successors in interest) shall be returned to the SUBDIVIDER (whether or not a Member at the time of such dissolution), unless SUBDIVIDER refuses to accept the conveyances (in whole or in part);
2. Dedication to applicable municipal or other governmental authority of any property conveyed to the ASSOCIATION (whether real, personal or mixed) as determined by the Board of Directors of the ASSOCIATION to be appropriate for dedication and which such authority is willing to accept; and
3. The remaining assets of the ASSOCIATION shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with such Member's voting rights.

B. The ASSOCIATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors and three-fourths (3/4) of the Members; and upon the issuance after such vote of a decree of dissolution by a Circuit Judge as provided in Section 617.05 of the Florida Statutes, as amended.

**ARTICLE XV**  
**DESIGNATION OF REGISTERED AGENT**

R. Bowen Gillespie, III, is hereby designated as the ASSOCIATION'S Registered Agent for service of process within the State of Florida, at c/o

Gillespie & Allison, P.A., 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of January, 1996.

REGENCY DEVELOPMENT II, INC.,  
a Florida Corporation

By: E. C. Jansen  
E. C. Jansen, President

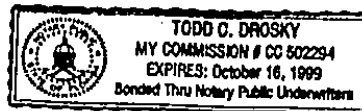
STATE OF FLORIDA )  
COUNTY OF BROWARD )

I hereby certify that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared E. C. Jansen, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same on behalf of Regency Development II, Inc., a Florida corporation, for the purpose therein expressed.

29 WITNESS my hand and official seal in the county and state aforesaid this day of January, 1996.

Todd C. Drosky  
NOTARY PUBLIC

Todd C. Drosky  
Print Notary Name  
My Commission Expires:





**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE  
STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with the requirements of Chapter 48.091, Florida Statutes,  
the following is submitted:

SWAN'S LANDING HOMEOWNERS' ASSOCIATION, INC.,  
organized and existing under the laws of the state of Florida, with its initial  
registered office, as indicated in the foregoing Articles of Incorporation, in  
the city of Coral Springs, County of Broward, State of Florida, has named R.  
Bowen Gillespie, III, of 1515 South Federal Highway, Suite 300, Boca Raton,  
Florida 33432, as its agent to accept service of process within this State.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-styled  
corporation at the place designated in this Certificate, I, the undersigned,  
herby agree to act in said capacity and to comply with the provisions of Section  
48.091 of the Florida Statutes.

  
\_\_\_\_\_  
R. Bowen Gillespie, III

95 FEB 28 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

EXHIBIT "A"  
LEGAL DESCRIPTION

A portion of Parcel "A" "REGENCY LAKES AT COCONUT CREEK", according to the plat thereof, as recorded in Plat Book 157, Page 23, of the Public Records of Palm Beach County, Florida, being more particularly described as follows:

COMMENCING at the Southwest corner of Section 6, Township 48 South, Range 42 East; thence N 00° 56' 45" W along the west line thereof, a distance of 696.62 feet; thence N 89° 03' 15" E, a distance of 2216.77 feet to the POINT OF BEGINNING; thence S 10° 49' 36" E, a distance of 98.01 feet; thence S 21° 28' 18" E, a distance of 105.79 feet; thence S 85° 10' 59" E, a distance of 22.56 feet; thence S 27° 36' 15" E, a distance of 253.85 feet; thence S 31° 50' 19" E, a distance of 146.51 feet; thence S 00° 24' 54" E along a boundary line of said Parcel "A", a distance of 423.61 feet; thence N 89° 35' 06" E, a distance of 275.00 feet; thence N 00° 24' 54" W, a distance of 280.00 feet; thence N 01° 42' 50" E, a distance of 75.05 feet; thence N 00° 24' 54" W, a distance of 65.44 feet; thence N 30° 38' 46" W, a distance of 70.73 feet; thence N 07° 07' 16" W, a distance of 76.64 feet to a point on a curve; thence Easterly along the arc of a curve to the right whose chord bears N 79° 53' 24" E, having a radius of 25.00 feet, a central angle of 19° 25' 05", and arc distance of 8.48 feet to a point of tangency; thence N 89° 36' 21" E, a distance of 127.46 feet; thence S 06° 30' 42" E, a distance of 100.38 feet to a point of tangency; thence Southeasterly along the arc of a curve to the left having a radius of 30.00 feet, a central angle of 56° 53' 34", and arc distance of 29.79 feet to a point of reverse curvature; thence Southeasterly along the arc of a curve to the right having a radius of 50.00 feet, a central angle of 13° 43' 59", and an arc distance of 11.98 feet to a point of intersection with a boundary line of said Parcel "A"; thence N 89° 36' 21" E along said boundary line, a distance of 482.37 feet; thence N 00° 24' 54" W, a distance of 466.88 feet; thence N 12° 29' 55" W, a distance of 66.29 feet to a point of curvature; thence Northwesterly along the arc of a curve to the left, having a radius of 175.00 feet, a central angle of 77° 53' 44", an arc distance of 237.92 feet to a point of tangency; thence S 89° 36' 21" W, a distance of 254.88 feet to a point of curvature; thence Southerly and Easterly along the arc of a curve to the left having a radius of 150.00 feet, a central angle of 256° 52' 12", and an arc distance of 567.75 feet to a point of reverse curvature; thence Northeasterly along the arc of a curve to the right having a radius of 100.00 feet, a central angle of 36° 52' 12", and an arc distance of 64.35 feet to a point of tangency; thence N 89° 36' 21" E, a distance of 29.91 feet; thence S 00° 24' 54" E, a distance of 140.00 feet; thence S 89° 36' 21" W, a distance of 270.03 feet; thence S 00° 24' 54" E, a distance of 100.08 feet; thence S 89° 38' 07" W, a distance of 144.85 feet; thence N 00° 24' 54" W, a distance of 100.01 feet; thence S 89° 36' 21" W, a distance of 80.04 feet; thence N 27° 36' 15" W, a distance of 140.85 feet to a point of curvature; thence Northwesterly along the arc of a curve to the right, having a radius of 100.00 feet, a central angle of 36° 52' 12", and an arc distance of 64.35 feet to a point of reverse curvature; thence Northerly, Westerly, and Southwesterly along the arc of a curve to the left having a radius of 150.00 feet, a central angle of 165° 19' 51", an arc distance of 432.84 feet to a point; thence S 79° 10' 24" W, a distance of 37.76 feet to the POINT OF BEGINNING.

said lands situate in the City of Coconut Creek, Broward County, Florida.

containing 631,351 Square Feet / 14.494 Acres, more or less.

Subject to Easements, Restrictions, Reservations, Covenants, and Rights-of-Way of Record.

# N96000001149

Goldberg Young & Cravenhorst  
Requestor's Name

1630 N Federal Hwy  
Address

El. Lauderdale, Fla. 33305  
City/State/Zip Phone #

(954) 564-8000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

800002167788--7  
-05/06/97--01095--010  
\*\*\*\*\*525.00 \*\*\*\*\*87.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Amend*

V8 MAY 14 1997

Examiner's Initials

\_\_\_\_\_

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97 MAY -6 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
SWAN'S LANDING  
HOMEOWNERS' ASSOCIATION, INC.

ARTICLE III, Section M, of the Articles of Incorporation of SWAN'S LANDING HOMEOWNERS' ASSOCIATION, INC., is hereby deleted in its entirety.

ARTICLE VI, Section A, of the Articles of Incorporation of SWAN'S LANDING HOMEOWNERS' ASSOCIATION, INC., is hereby amended to read:

ARTICLE VI, SECTION A, AMENDMENT TO  
ARTICLES OF INCORPORATION

A. The business and affairs of the ASSOCIATION shall be managed by a Board of Directors consisting of three (3) Directors. So long as the SUBDIVIDER shall have the right to appoint all of the Board of Directors, the Directors need not be Members of the ASSOCIATION and need not be residents of SWAN'S LANDING. Thereafter, Directors shall be Members of the ASSOCIATION and must be residents of SWAN'S LANDING, except for those who are appointed by the SUBDIVIDER. At the option of the SUBDIVIDER, Members other than the SUBDIVIDER may be given the right to elect two (2) Directors while the SUBDIVIDER has the right to appoint all of the Board of Directors. Elections shall be by plurality vote. The first annual meeting of the Members shall be held at the call of the SUBDIVIDER. At the first annual meeting of the Members, an election for Members of the Board of Directors shall be held. The term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years and the term of the other two (2) elected Directors shall be established at one (1) year each. In addition, the SUBDIVIDER shall appoint two (2) Directors to serve for terms of two (2) years each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each succeeding annual election shall be for two (2) years, expiring at the second annual election following their election, and thereafter until removed from office, with or without cause, by the affirmative vote of a majority of the Members who elected or appointed them. In no event may a Board member appointed by the SUBDIVIDER be removed except by action of SUBDIVIDER. Any Director appointed by the SUBDIVIDER shall serve at the pleasure of the SUBDIVIDER, and may be removed from office, and a successor Director appointed to fill the vacancy on the Board, at any time by the SUBDIVIDER.

ARTICLE X, of the Articles of Incorporation of SWAN'S LANDING HOMEOWNERS' ASSOCIATION, INC., is hereby deleted in its entirety and shall be replaced with the following:

ARTICLE X, SECTION C, AMENDMENT TO  
ARTICLES OF INCORPORATION

- A. These Articles of Incorporation may be amended by a majority of the Directors so long as such Amendment does not conflict with the Declaration or adversely affect the Subdivider.
- B. An Amendment to these Articles of Incorporation may be made by a written statement signed by all Directors eligible to vote in lieu of the above procedure.

ARTICLE XV, of the Articles of Incorporation of SWAN'S LANDING HOMEOWNERS' ASSOCIATION, INC., is hereby amended to read:

ARTICLE XV, AMENDMENT TO  
ARTICLES OF INCORPORATION

South Florida Resident Agents, Inc., is hereby designated as the ASSOCIATION'S Registered Agent for service of process within the State of Florida at 200 South Biscayne Boulevard, Suite 4750, Miami, Florida 33131. Please refer to Acceptance by Registered Agent attached hereto.

All other paragraphs of the Articles of Incorporation shall remain unchanged.

Pursuant to Article VI of the Articles of Incorporation, there are no Members entitled to vote on the foregoing amendment.

The foregoing amendment was adopted and approved by the undersigned Directors, who constitute the entire Board of Directors, as there are no Members entitled to vote on the amendment, on the 25<sup>th</sup> day of April, 1997.

William R Harris  
WILLIAM HARRIS

T. Richards  
TIM RICHARDS

E.C. Jensen  
E.C. JENSEN

Susannah M. Martz  
SUSANNAH M. MARTZ

David Levine  
DAVID LEVINE

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by E.C. JENSEN, SUSANNAH M. MARTZ, WILLIAM HARRIS, TIM RICHARDS and DAVID LEVINE, who are personally known to me and who did take an oath.

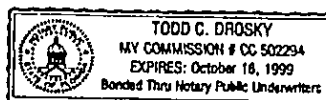
Witness my hand and official seal, this 25<sup>th</sup> day of April, 1997.

Todd C. Drosky  
Notary Public, State of Florida at Large

Todd C. Drosky  
Print/type Notary Name  
My Commission Expires:

(SEAL)


chris.regency@mennar/swan 4/17/97



ACCEPTANCE BY REGISTERED AGENT

I, have been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity, and I am familiar with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper complete performance of my duties.

Dated the 23 day of April, 1997



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David A. Freedman, Vice-President  
of SOUTH FLORIDA RESIDENT  
AGENTS, INC.