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VIA FEDERAL EXPRESS
Airbill No. 3324250425

Office of the Secretary of State
State of Florida
Corporate Division
409 East Gaines Street
Tallahassee, FL 32314

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-03/28/97--01124--003
*****87.50 *****87.50

Re: Loop Road Maintenance Association, Inc.
File No.: A366-38829

Dear Ladies and Gentlemen:

Please file the enclosed original Articles of Amendment to Articles of Incorporation for Loop Road Maintenance Association, Inc.

After filing the Articles of Amendment, would you please provide to me a certified copy of the Articles of Incorporation and all Amendments to the Loop Road Maintenance Association, Inc.

Enclosed is our firm's check in the amount of \$87.50 to cover the cost of filing, \$35.00, and a certified copy, \$52.50.

Please provide the undersigned with the certified copy as soon as possible.

Thank you for your cooperation.

Very truly yours,

CMF
Christopher M. Fear

CMF/sf
Enclosures

FILED
97 MAR 28 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
4/2/97
DC

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LOOP ROAD MAINTENANCE ASSOCIATION, INC.,
a Florida not for profit corporation

FILED
97 MAR 28 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is an Amendment to the Articles of Incorporation of Loop Road Maintenance Association, Inc. (the "Corporation") pursuant to Chapter 617 of the Florida Statutes.

1. Name of Corporation. The name of the Corporation is Loop Road Maintenance Association, Inc.

2. Amendment. The following Articles of the Articles of Incorporation of the Corporation are amended in the following respects:

(a) Article I is deleted and in lieu thereof the following is substituted:

ARTICLE I

The following terms shall have the following meanings as used in the Articles of Incorporation, as amended:

"Association" shall mean the Loop Road Maintenance Association, Inc.

"Development Area" shall mean the real property located in Broward County, Florida and described on the attached Exhibit "A."

"Western" shall mean Western Investors, Inc., a Florida corporation.

"Blowing Rock" shall mean Weston Stor-All, Ltd., a Florida limited

partnership, successor to Blowing Rock P-H, Ltd., a Florida limited partnership.

"Blowing Rock Land" shall mean the real property located in Broward County, Florida and described on the attached "Exhibit B."

"Western Land" shall mean the Development Area less and except the Blowing Rock Land.

"Roadway Easement" shall mean that certain Roadway and Entry Feature Easement recorded in Official Records Book 25041, page 0078, Public Records of Broward County, Florida, as amended by Modification of Easements dated March 21, 1997.

"Utility Easement" shall mean that certain Cross Drainage and Utility Easement recorded in Official Records Book 25041, page 0093, Public Records of Broward County, Florida, as amended by Modification of Easements dated March 21, 1997.

"Pacific Loop Roadway Entrance" shall mean the roadway entrance constructed or to be constructed on the lands described in the Roadway Easement as the Western Roadway Property and the Blowing Rock Easement Area.

"Weston Road Entrance" shall mean the roadway entrance to be constructed on the portion of the Western Land described on the attached Exhibit "C."

"Interior Roadway" shall mean the Interior Roadway referred to in the Roadway Easement which is to be constructed on the Western Land to connect the Pacific Loop Road Entrance and the Weston Road

Entrance in accordance with the Roadway Easement.

"Entry Feature and Signage" shall mean the entry feature and signage described in paragraph 4 of the Roadway Easement to be located within the Pacific Loop Entrance and the Western Road Entrance.

"Sanitary Sewer Lines" shall mean those sanitary sewer pipelines installed underground within the Development Area.

"Water Lines" shall mean the underground potable water lines installed within the Development Area.

"Drainage Lines" shall mean the underground stormwater pipeline installed within the Development Area.

"Infrastructure" shall mean collectively the Pacific Loop Roadway Entrance, the Weston Road Entrance, the Interior Roadway, the Entry Feature and Signage, the Sanitary Sewer Lines, the Water Lines and the Drainage Lines.

The terms and provisions of the Roadway Easement and the Utility Easement are incorporated herein by reference."

(b) Article III is deleted and in lieu thereof the following is substituted:

ARTICLE III - PURPOSE

The purpose for which the Association is organized is to maintain, repair, replace and have the right to insure all improvements, landscaping, curbing and pavement now existing or hereafter constructed

on or within the Pacific Loop Road Entrance, the Weston Road Entrance and the Interior Roadway and to maintain, repair and replace and have the right to insure the Entry Feature and Signage, the Sanitary Sewer Lines, the Water Lines and the Drainage Lines, to the extent that they are not maintained by Indian Trace Community Development District, or its successor, the City of Weston, . All maintenance shall be performed in accordance with the requirements of the Roadway Easement and the Utility Easement. The Association is not intended to be, nor shall be deemed to be, a condominium association, within the meaning of Chapter 718 of the Florida Statutes, nor a homeowners association within the meaning of Chapter 617 of the Florida Statutes (as the association is created for commercial uses).

(c) Paragraph B of Article IV is deleted and in lieu thereof the following is substituted:

B. The Association shall have all powers specified in the Roadway Easement and in the Utility Easement.

(d) Paragraph C of Article IV is deleted and in lieu thereof and the following is substituted:

C. The Association shall have all of the powers reasonably necessary to implement its purposes, including, without limitation, the following:

- 1. To do any acts required or contemplated by it under the Roadway Easement and the Utility Easement;*
- 2. To adopt and enforce reasonable rules and*

regulations governing the use of the Infrastructure; provided, however, that such rules and regulations shall not unreasonably interfere with the use of the Infrastructure by owners and users of portions of the land in the Development Area intended to be benefited by the Infrastructure;

3. *To make, levy and collect assessments for the purpose of obtaining funds for the payment of expenses in the manner provided in the Roadway Easement and the Utility Easement and as provided for in these Articles and to use and expend the proceeds of such assessments in the exercise of its powers and duties hereunder; assessments shall be made on a prorata basis so that each owner of a portion of the Development Area pays a prorata share of the costs of operation of the Association equal to a ratio of the number of square feet in the particular parcel owned by a particular member of the Association to the total square footage of the Development Area. Blowing Rock's share is 41.7% and Western's initial share is 58.3%. As Western sells parcels of the Western Land, Western's Share shall be reallocated to the parcels sold. The aggregate of the shares allocated to all parcels comprising the Western Land shall be equal to 58.3%;*

4. *To administer, manage, operate, maintain, insure, repair and replace the improvements, paving, landscaping and Entry Feature and Signage located within the Pacific Loop Road Entrance, the Weston Road Entrance, the Interior Roadway, and to administer, manage, operate, maintain, insure, repair and replace the Sanitary Sewer Lines, the Water Lines and the Drainage Lines, all in accordance with the*

provisions of this Declaration and in accordance with the provisions of the Roadway Easement and Utility Easement;

5. *To enforce by legal means the obligations of the membership of the Association and the provisions of the Roadway Easement and the Utility Easement;*

6. *To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the maintenance, operation, management and administration of the portions of the Development Area which are the obligation of the Association to maintain in accordance with these Articles of Incorporation, the Roadway Easement and the Utility Easement; and to provide, to the extent deemed necessary by the Board of Directors, any and all services and to do any and all things which are incidental to and in furtherance of the foregoing list of powers or to carry out the Association's responsibility for maintenance, repair and operation as contemplated by the Roadway Easement and the Utility Easement and in order to keep those areas of responsibility in a proper and aesthetically pleasing condition.*

(d) Article V is deleted and in lieu thereof the following is substituted:

ARTICLE V - MEMBERS & VOTING

The qualification of members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by members shall be as follows:

A. *The Initial members of the Association shall be*

Blowing Rock and Western.

B. The membership shall consist of all owners of the fee simple title to portions of the Development Area. Membership shall be appurtenant to the ownership of land within the Development Area and may not be transferred separately from the transfer of the land.

C. The Association shall have two classes of membership as follows:

1. The Class A members shall be the owner or owners of the Western Land who shall not be entitled to any voting rights except with respect to amendments to these Articles of Incorporation and amendments to the Bylaws.

2. The Class B member shall be the owner of the Blowing Rock Land who shall be entitled to elect all of the members of the Board of Directors.

D. A quorum of members shall be attained by the presence, either in person or by proxy, of persons entitled to cast one-third (33-1/3%) of the votes of the members.

(e) Article VI is deleted and in lieu thereof the following is substituted:

ARTICLE VI - TERM

The term for which this Association is to exist shall be perpetual. In the event of the dissolution of the Association, unless the same is reinstated, all of the assets of the Association shall be conveyed to a corporation, public agency, designated by the Board of Directors of the Association, to carry out the purposes similar to the purposes of this Association.

(f) Subparagraph 2 of the paragraph A of XIII is deleted.

3. Approval of Amendment. This Amendment to Articles of Incorporation was approved by unanimous consent of the Board of Directors of the Association and by all its members by action on March 21, 1997.

Signed this 21 day of March, 1997.



LARRY ANDERSON, PRESIDENT

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this 21 day of MARCH, 1997, by Larry Anderson as President of Loop Road Maintenance Association, Inc., a Florida not for profit corporation, on behalf of such corporation, who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.

(Affix Notary Seal)

Florida

NOTARY PUBLIC, State at Large

Kimberly C. Marrs

(Type or Print Name of Notary)

My Commission Expires:

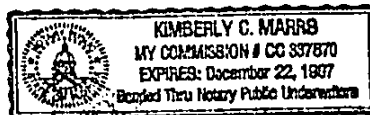


EXHIBIT "A"

DEVELOPMENT AREA

A PORTION OF LOTS 1, 2, AND 3, BLOCK 6, TOGETHER WITH A PORTION OF TRACT G, PARK OF COMMERCE, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 110, PAGE 15, PUBLIC RECORDS OF BROWARD COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST SOUTHERLY CORNER OF SAID LOT 2, SAID CORNER BEARS SOUTH 33°34'22" WEST, FROM THE RADIUS POINT OF THE NEXT DESCRIBED CURVE; THENCE ALONG THE EASTERLY RIGHT-OF-WAY FOR WESTON ROAD ALONG A CIRCULAR CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 1849.86 FEET, A CENTRAL ANGLE OF 10°59'45" FOR AN ARC DISTANCE OF 355.01 FEET; THENCE NORTH 36°59'57" WEST FOR 100.00 FEET TO A POINT, SAID POINT BEARS SOUTH 47°39'14" WEST FROM THE RADIUS POINT OF THE NEXT DESCRIBED CURVE; THENCE ALONG A CIRCULAR CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 1837.86 FEET, A CENTRAL ANGLE OF 07°00'52" FOR AN ARC DISTANCE OF 225.00 FEET; THENCE NORTH 11°04'02" EAST FOR 50.69 FEET; THENCE NORTH 57°27'58" EAST FOR 141.49 FEET TO A POINT OF CURVATURE; THENCE ALONG THE SOUTHERLY LINE OF A 106 FOOT PRIVATE ACCESS AND UTILITY EASEMENT ALONG A CIRCULAR CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 1547.00 FEET, A CENTRAL ANGLE OF 20°03'46", FOR AN ARC DISTANCE OF 541.70 FEET; THENCE SOUTH 15°15'00" EAST FOR 276.87 FEET TO A POINT, SAID POINT BEARS NORTH 36°53'11" EAST FROM THE RADIUS POINT OF THE NEXT DESCRIBED CURVE; THENCE ALONG A CIRCULAR CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 95.00 FEET, A CENTRAL ANGLE OF 109°27'19" FOR AN ARC DISTANCE OF 181.48 FEET; THENCE SOUTH 15°15'00" EAST FOR 159.69 FEET; THENCE SOUTH 48°05'10" WEST FOR 350.72 FEET TO THE POINT OF BEGINNING.

EXHIBIT "B"

BLOWING ROCK LAND

LAND DESCRIPTION:

A PORTION OF LOTS 2 AND 3, BLOCK 6 TOGETHER WITH A PORTION OF TRACT 6, 'PARK OF COMMERCE', ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 110, PAGE 15 OF THE PUBLIC RECORDS OF BROWARD COUNTY, FLORIDA, AND BEING DESCRIBED AS FOLLOWS:

COMMENCE AT THE MOST SOUTHERLY CORNER OF SAID LOT 2;

THENCE NORTH 48°05'10" EAST, ALONG THE SOUTHERLY LINE OF SAID LOT 2, A DISTANCE OF 241.29 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 41°54'50" WEST, A DISTANCE OF 116.03 FEET TO A POINT ON THE ARC OF A CURVE CONCAVE TO THE NORTHWEST (SAID POINT BEARS SOUTH 64°15'57" EAST FROM THE RADIUS POINT OF THE NEXT DESCRIBED CURVE);

THENCE NORTHEASTERLY, ALONG THE ARC OF SAID CURVE HAVING A RADIUS OF 120.00 FEET, A CENTRAL ANGLE OF 20°25'37", AND AN ARC DISTANCE OF 42.78 FEET TO A POINT OF TANGENCY;

THENCE NORTH 05°18'26" EAST, A DISTANCE OF 81.93 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE WEST;

THENCE NORTHERLY, ALONG THE ARC OF SAID CURVE HAVING A RADIUS OF 60.00 FEET A CENTRAL ANGLE OF 28°57'24", AND AN ARC DISTANCE OF 30.32 FEET TO A POINT OF TANGENCY;

THENCE NORTH 23°38'58" WEST, A DISTANCE OF 124.51 FEET TO A POINT ON THE ARC OF A CURVE CONCAVE TO THE SOUTHEAST (SAID LAST COURSE BEING RADIAL TO THE NEXT DESCRIBED CURVE);

THENCE NORTHEASTERLY, ALONG THE SOUTHERLY LINE OF A 106 FOOT PRIVATE ACCESS AND UTILITY EASEMENT AND ALONG THE ARC OF SAID CURVE HAVING A RADIUS OF 1547.00 FEET, A CENTRAL ANGLE OF 11°10'42", AND AN ARC DISTANCE OF 301.82 FEET;

THENCE SOUTH 15°15'00" EAST, A DISTANCE OF 276.87 FEET TO A POINT ON THE ARC OF A CURVE CONCAVE TO THE SOUTHWEST (SAID POINT BEARS NORTH 36°53'11" EAST FROM THE RADIUS POINT OF THE NEXT DESCRIBED CURVE);

THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE HAVING A RADIUS OF 95.00 FEET, A CENTRAL ANGLE OF 109°27'19", AND AN ARC DISTANCE OF 181.48 FEET TO AN INTERSECTION WITH A NON-TANGENT LINE;

THENCE SOUTH 15°15'00" EAST, A DISTANCE OF 150.69 FEET TO A POINT ON THE SOUTHERLY LINE OF LOT 2, BLOCK 6 OF SAID PLAT OF 'PARK OF COMMERCE';

THENCE SOUTH 48°05'10" WEST, ALONG SAID SOUTHERLY LINE A DISTANCE OF 109.43 FEET TO THE POINT OF BEGINNING.

SAID LANDS LYING AND BEING IN BROWARD COUNTY, FLORIDA.

EXHIBIT "C"

WESTON ROAD ENTRANCE

LAND DESCRIPTION: ACCESS EASEMENT "FOR RIGHT TURNS ONLY"
A STRIP OF LAND, 70.00 FEET IN WIDTH, ALSO BEING A PORTION OF
LOT 2, BLOCK 6, "PARK OF COMMERCE". ACCORDING TO THE PLAT THEREOF,
AS RECORDED IN PLAT BOOK 110, PAGE 15 OF THE PUBLIC RECORDS OF BROWARD
COUNTY, FLORIDA, THE CENTERLINE OF SAID STRIP DESCRIBED AS FOLLOWS:

COMMENCE AT THE MOST SOUTHERLY CORNER OF SAID LOT 2, SAID POINT BEING ON THE
ARC OF A CURVE CONCAVE TO THE NORTHEAST (SAID POINT BEARS SOUTH 33°34'22" WEST
FROM THE RADIUS POINT OF THE NEXT DESCRIBED CURVE);

THENCE NORTHWESTERLY, ALONG THE EASTERLY RIGHT-OF-WAY LINE OF WESTON ROAD AND
THE WEST BOUNDARY OF SAID LOT 2, AND ALONG THE ARC OF SAID CURVE, HAVING A
RADIUS 1849.86 FEET, A CENTRAL ANGLE OF 5°25'43", AND AN ARC DISTANCE OF
175.27 FEET;

THENCE NORTH 39°00'04" EAST, ALONG A RADIAL LINE TO THE LAST DESCRIBED CURVE,
A DISTANCE OF 12.00 FEET TO THE POINT OF BEGINNING OF SAID CENTERLINE;

THENCE NORTH 39°00'04" EAST, ALONG SAID RADIAL LINE AND SAID CENTERLINE, A
DISTANCE OF 92.00 FEET TO THE POINT OF TERMINATION OF SAID CENTERLINE.

THE SIDELINES OF SAID EASEMENT ARE 35.00 FEET EACH SIDE OF SAID CENTERLINE.
THE SIDELINES ARE SHORTENED TO INTERSECT THE SAID EASTERLY RIGHT-OF-WAY LINE
AND TERMINATE PERPENDICULAR TO THE POINT OF TERMINATION OF SAID CENTERLINE.

SAID LANDS LYING IN BROWARD COUNTY, FLORIDA AND CONTAINING 6432 SQUARE FEET
MORE OR LESS.

N96000003821

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1997

AT CLUB, INC.
2250 SE WALTON ROAD
PRT ST. LUCIE, FL 34952

SUBJECT: AT CLUB, INC.
Ref. Number: N96000003821

Debit Memo #: 4597-A

This is to inform you that check #106 in the amount of \$61.25 submitted with the annual report for AT CLUB, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$76.25 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after June 2, 1997 and a reinstatement fee of an additional \$175 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00016590