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October 17, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

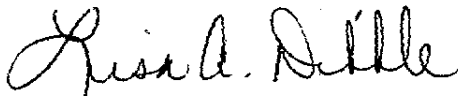
Re: The Florida Club Property Owners Association, Inc.

To whom it may concern:

Enclosed are an original and one copy of the Certificate of Amendments to the Amended and Restated Articles of Incorporation, along with a check in the amount of \$43.75 for the filing fee and certified copy fee. Please file the original, certify the enclosed copy, and return the copy to me in the enclosed stamped, self-addressed envelope.

Thank you for your cooperation. Should you have any questions, please feel free to contact me.

Sincerely,



Lisa A. Dibble, Legal Assistant to
Deborah L. Ross, Esquire

/ld

Enclosures

INSTR # 1694575
OR BK 01819 PG 2078
RECORDED 09/23/2003 03:00:48 PM
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CLERK OF MARTIN COUNTY FLORIDA
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TALLAHASSEE, FLORIDA

03 OCT 20 AM 8:36

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**CERTIFICATE OF AMENDMENTS
TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FLORIDA CLUB PROPERTY OWNERS ASSOCIATION, INC.**

The Amended and Restated Articles of Incorporation of The Florida Club Property Owners Association, Inc. were filed with the Florida Secretary of State on September 26, 1996. The same Articles of Incorporation are hereby amended as approved by more than a majority of the Board of Directors at a Special Meeting held on April 1, 2002. There were no members entitled to vote.

- I. Article IV, MEMBERS AND VOTING RIGHTS is amended as follows:

**ARTICLE IV
MEMBERS AND VOTING RIGHTS**

A. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

- B. Voting Rights. The Association shall have two (2) classes of voting Membership:

Class A: Class A Members shall be all those owners as defined in Paragraph A of this Article IV. Class A Members shall be entitled to one vote for each Lot or Unit in which they hold the interests required for Membership by Paragraph A of this Article IV. If a Lot or Unit is owned by one person, his right to vote shall be established by the record title to his Lot or Unit. When more than one person holds such interest or interests in any Lot or Unit, the vote for such Lot or Unit shall be exercised only by that one Member as shall be

designated by the owners of the Unit. In no event shall more than one vote be cast with respect to any Lot or Unit.

The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than thirty (30) days after the due date for the payment thereof.

Class B: The Class B Member shall be the owner of the Golf Club at The Florida Club. For purposes of voting and assessment only, the Class B Member shall be treated as if it owned six (6) Units. It shall designate a voting representative in writing to the Secretary of the Association who shall be responsible for casting its votes.

C. Meetings of Members. The By-Laws of the Association shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings.

II. Article VI, DIRECTORS is amended as follows:

ARTICLE VI
DIRECTORS

A. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3).

B. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who have been appointed by the Declarant are as follows:

Dick Gray 1380 S.W. Kanner Highway
 Stuart, FL 34997

John Orr 1380 S.W. Kanner Highway
 Stuart, FL 34997

Diana Wedow 1380 S.W. Kanner Highway
 Stuart, FL 34997

C. Election of Members to Board of Directors. At the annual meeting next succeeding the date upon which the Board of Directors appointed by the Declarant resigns (as provided for hereinabove), Directors shall be elected by the Members of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of Directors, the terms of directors and the filling of vacancies on the board. All Directors shall be members of the Association except that

such requirement shall not apply to the First Board nor to Directors appointed or designated by the First Board of Directors.

iii. Article VII, OFFICERS is amended as follows:

**ARTICLE VII
OFFICERS**

A. Officers. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

B. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

C. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first election by the Class A Members, shall be as follows:

President	Robert S. Kramer	1380 S.W. Kanner Highway Stuart, FL 34997
Vice President/ Secretary	John Orr	1380 S.W. Kanner Highway Stuart, FL 34997
Treasurer	Diana Wedow	1380 S.W. Kanner Highway Stuart, FL 34997

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

2. The foregoing amendments to the Articles of Incorporation of The Florida Club Property Owners Association, Inc., were adopted by more than a majority of the Board of Directors at a Special Meeting held on April 1, 2002. There were no members entitled to vote.

3. All provisions of the Articles of Incorporation of The Florida Club Property Owners Association, Inc., are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President and Secretary and its corporate seal affixed this 15th day of April, 2002.

Witnesses:

Lesley A. Ludlam
Witness #1 Signature

Lesley A. Ludlam
Witness #1 Name Printed

James R. Dunne
Witness #2 Signature
JAMES R. DUNNE
Witness #2 Name Printed

Lesley A. Ludlam
Witness #1 Signature

Lesley A. Ludlam
Witness #1 Name Printed

James R. Dunne
Witness #2 Signature
JAMES R. DUNNE
Witness #2 Name Printed

THE FLORIDA CLUB PROPERTY OWNERS ASSOCIATION, INC.

By: William C. Fullam
William C. Fullam, Its President

By: Janice McPheters
Janice McPheters, Its Secretary

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on Apr. 1
2002, by Louise C. Fowler as President of The Florida Club Property Owners Association,
Inc. [who is known to me, or [] who produced _____
as identification.

Notarial Seal



NOTARY PUBLIC

Printed Name: _____

My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on Apr. 1
2002, by Jane M. Foster, as Secretary of The Florida Club Property Owners Association,
Inc. [who is known to me, or [] who produced _____
as identification.

Notarial Seal



NOTARY PUBLIC

Printed Name: _____



Record and Return to:

DEBORAH L. ROSS, ES.Q
P. O. BOX 66
STUART, FL 34995-0066