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N980000002023

December 10, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Fieldstream North Homeowner's Association, Inc.

Gentlemen:

I am enclosing the original and one copy of the Articles of Amendment for the above-referenced corporation along with this firm's check in the amount of \$87.50 which amount represents the following:

<u>Item</u>	<u>Amount</u>	
Amendment Filing Fee	\$35.00	300002711863--4
Certified Copy Fee	52.50	-12/14/98--01110--009
		*****87.50 *****43.75
Total	\$87.50	

When you have issued the certified copy, please return it to my office. If you should have any questions, please contact me.

Sincerely,

GILES & ROBINSON, P.A.

*[Signature]*  
Carey E. Hill

CLH/ab  
enclosures

FILED  
99 JAN -7 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CM  
N980000002023  
5 PS  
1-7-99  
\*Certified



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 29, 1998

GILES & ROBINSON, P.A.  
% CAREY HILL  
P.O. BOX 2631  
ORLANDO, FL 32802

SUBJECT: FIELDSTREAM NORTH HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: N98000002023

We have received your document for FIELDSTREAM NORTH HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 298A00060890

ARTICLES OF AMENDMENT  
OF  
FIELDSTREAM NORTH HOMEOWNERS ASSOCIATION, INC.

1. The name of the corporation is Fieldstream North Homeowners Association, Inc.

2. Article V(f) of the Articles of Incorporation of Fieldstream North Homeowners Association, Inc. is hereby amended to read as follows:

ARTICLE V  
POWERS OF THE ASSOCIATION

"(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area; provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the vote of each class of members at a duly called meeting of the Association, except as otherwise provided in Article II of the Declaration. Annexation of additional properties, mergers and consolidations, mortgaging of Common area, dissolution and amendment of the Articles, requires prior approval of HUD/VA as long as there is a Class B membership;"

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3. Article IX of the Articles of Incorporation of Fieldstream North Homeowners Association, Inc. is hereby amended to add the following:

"If the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes."

4. Article XI of the Articles of Incorporation of Fieldstream North Homeowners Association, Inc. is hereby amended to read as follows:

ARTICLE XI  
AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed upon a vote of all of the entire Board of Directors adopting a resolution, setting forth the proposed amendments to this Association, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by the members of the Association upon a vote of a majority of the votes of the membership entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of two-thirds (2/3rds) of the votes of the entire membership entitled to vote thereon.

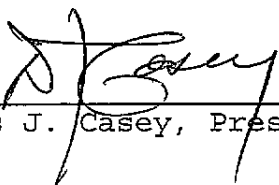
4. By Written Statement. If all the directors and two-thirds (2/3rds) of the votes of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1, 2, and 3, above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- a. The name of the corporation.
- b. The amendments so adopted.
- c. The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of State of Florida for approval."

5. The foregoing amendment was adopted by the Board of Directors and a majority of the Members of this Corporation on December 8, 1998. The number of votes cast in favor of these Articles of Amendment was sufficient for the approval by such holders.

  
\_\_\_\_\_  
Dennis J. Casey, President