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BASIC AMENDMENT

COUNTRY GLEN AT RIVERMILL HOMEOWNERS' ASSOCIATION, I

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 9, 2000

COUNTRY GLEN AT RIVERMILL HOMEOWNERS' ASSOCIATION, INC.  
7100 W CAMINO REAL  
#117  
BOCA RATON, FL 33433

SUBJECT: COUNTRY GLEN AT RIVERMILL HOMEOWNERS' ASSOCIATION, INC.  
REF: N99000005072

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes.

The document must state that there are no members or members entitled to vote.

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

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Karen Gibson  
Corporate Specialist

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AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

COUNTRY GLEN AT RIVERMILL HOMEOWNERS' ASSOCIATION, INC.,  
a Florida corporation, Not-for-Profit

Pursuant to the provisions of Chapter 617.1006, Florida Statutes, the Amended and Restated Articles of Incorporation for Country Glen At Rivermill Homeowners' Association, Inc., a Florida corporation, not-for-profit (the "Articles"), and the unanimous written consent of the Board of Directors, the following Amendment to Articles is adopted to correct a scrivener's error in the Amended and Restated Articles of Incorporation filed with the Florida Department of State on January 12, 2000.

FIRST: Amendment adopted:

Article IV of the Amended and Restated Articles of Incorporation filed with the Florida Secretary of State on January 12, 2000 is hereby amended to correct a scrivener's error as follows:

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Homeowners' Association does not contemplate pecuniary gain or profit to the members thereof, will make no distribution of income to its members, directors or officers and the specific purposes for which it is formed are to provide for the ownership, operation, maintenance and preservation of the Common Area, Area of Common Responsibility, and for the maintenance and improvement of any easements granted to the Homeowners' Association within the lands identified as ~~Country Glen at Rivermill Homeowners' Association (the "Association Properties")~~ pursuant to that certain Declaration of Covenants, Conditions and Restrictions for ~~Magnolia Country Glen at Rivermill~~ and the ~~Magnolia at Rivermill~~, recorded in the Public Records of Palm Beach County, Florida, (hereinafter called the "Declaration"), and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in the Declaration and in these Articles. The Association is formed to promote the health, safety and welfare of its members and the residents within the Association Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration which is hereby incorporated into this instrument as is fully reproduced herein;
- (b) Fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

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(d) Borrow money, and with the assent of two-thirds (2/3) of the votes of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any Public Agency or authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. Such dedication or transfer shall only be effective with the assent of two-thirds (2/3) of the votes of each class of Members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other not-for-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 (2/3) of the votes of each class of Members; and

(g) Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to contract for the management and maintenance of the Common Area and Area of Common Responsibility and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and Homeowners, repair and replacement of the Common Area and Area of Common Responsibility with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association;

(h) Have and to exercise any and all powers, rights and privileges which a corporation organized under the corporation not for profit law of the State of Florida, by law may now or hereafter have to exercise.

**SECOND:** This Amendment was duly adopted by the Board of Directors on July 27, 2000. There are no members entitled to vote.

**DATED:** July 27, 2000.

The undersigned being a member of the Board of Directors of Country Glen at Rivermill Homeowners Association, Inc., and Vice President thereof.

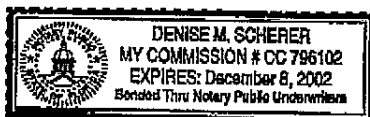
*Denise M. Scherer*  
*Deane S. Colley*

*[Signature]*  
 Kevin Borkenhagen - Director and Vice President of Country Glen at Rivermill Homeowners Association, Inc.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of July, 2000, by Kevin Borkenhagen, Director and Vice President of Country Glen at Rivermill Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. Said person is personally known to me.



*Denise M. Scherer*  
 Notary Public, State of Florida  
 Commission No.: CC 796102  
 My Commission Expires: 12/8/02  
 (Notary Seal)