

State of Florida



Department of State

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I certify that the attached is a true and correct copy of the Articles of Amendment, filed on October 9, 1991, to Articles of Incorporation for BAY ISLES ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 735668.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
9th day of October, 1991.



CR2EO22 (2-91)

Jim Smith

Jim Smith
Secretary of State

EXHIBIT "A"

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
BAY ISLES ASSOCIATION, INC.

BAY ISLES ASSOCIATION, INC., a Florida corporation, under its corporate seal and the hand of its President and Secretary, heraby certifies that:

1. The name of the Corporation is BAY ISLES ASSOCIATION, INC.
2. The text of the Amendment(s) adopted is as follows:

RESOLVED, that Article VI, Sections A and B of the Articles of Incorporation of BAY ISLES ASSOCIATION, INC. a Florida corporation, filed April 16, 1976, be and the same are hereby deleted in their entirety and that a new Article VI, Sections A and B of the Articles be, and the same are hereby adopted as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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"ARTICLE VI

A. Until the annual meeting of the members of the Association in 1992, and as established by the Association at a duly held annual meeting of the Members on February 7, 1984, the affairs of the Association shall be managed by a Board of Directors consisting of seven (7) directors. From and after the annual meeting of the members of the Association in 1992, the affairs of the Association shall be managed by a Board of Directors consisting of nine (9) Directors. Except for the Director appointed by the Class C member, if any, the Directors shall be members of the Association but need not be residents of the State of Florida. There shall be one (1) Director appointed by the Class C member as long as it shall own any property within Bay Isles and a total of eight (8) Directors elected by the Class A and Class B members as a

class. When the Class C member no longer owns any property in Bay Isles, the term of the Director appointed by the Class C member shall immediately and automatically expire and a new director shall be elected by the members of the Association at the next annual meeting of the members of the Association. In the interim, the remaining Directors shall appoint a temporary Director from among the membership to fill the vacancy until the next annual meeting of the members of the Association. Each Director shall continue to serve until his or her successor is duly elected and qualified or until removed from office with or without cause, by the affirmative vote of a majority vote of the members of the Association.



B. Elections of Directors shall be by plurality vote.

At the annual meeting of the members of the Association in 1992 five (5) Directors shall be elected, three of which shall be for terms of existing Directors which expire in 1992, and two of which shall be for new Director positions. The four candidates receiving the highest number of votes shall be elected for and shall serve a term of two years and the candidate receiving the fifth highest number of votes shall be elected and shall serve for one year. At the annual meeting of the members of the Association in 1993, and every year thereafter, elections shall be held for the Director positions with expiring terms, with each elected Director serving a two year term. In no event can a Board member appointed by the Class C member be removed except by action of the Class C

member; nor can a Board member elected by Class A and Class B members be removed except by action of Class A and B members acting as a class."

3. The above amendments were adopted by majority/unanimous vote of the Board of Directors of Bay Isles Association, inc. at a duly noticed and held meeting dated ~~September 24~~, 1991, pursuant to the authority provided at Article X of the Articles of Incorporation of the Association and at Fla. Stat. §617.1002(1)(b). There are no members or members entitled to vote.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed in its name by its President and Secretary and its corporate seal to be hereunto affixed and attested this 16 day of OCTOBER, 1991.


President

Secretary

(SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of October, 1991, by CARL KARSH as President and ROBERT FARBER as Secretary of BAY ISLES ASSOCIATION, INC., a Florida Corporation on behalf of the corporation.


NOTARY PUBLIC, State of Florida
My Commission expires:

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OFFICIAL SEAL
CHRISTOPHER K. CASWELL
MY COMMISSION EXPIRES
DECEMBER 17, 1992

KAREN L. HOSHING
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FL.

Nov 26 4 39 PM '91

RECORDED IN OFFICIAL
RECORDS
RETURN VERIFIED