

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N97000006246.



CFN:2003080865 03-19-2003 02:43 pm

OR Book/Page: 4853 / 0382

Scott Ellis

Clerk Of Courts, Brevard County

#Pgs: 20	#Names: 2	
Trust: 10.50	Rec: 81.00	Serv: 0.00
Rec: 0.00		Excise: 0.00
Mtg: 0.00		Int Tax: 0.00

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eleventh day of March, 2003



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State



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OR Book/Page: 4853 / 0383

ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC.
(A Corporation Not-for-Profit)

I, the undersigned, for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL
PLACE OF BUSINESS OF THE CORPORATION

The name of this corporation, hereinafter called the "Association", shall be THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC. Its principal office and place of business shall be at 1880 Knox McRae Drive, Titusville, Florida 32780. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing "Association" within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for Fairways at Royal Oak; A Condominium, located in Brevard County, Florida.

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Condominium Act, now or hereafter in effect, and all power and duties reasonably necessary to administer, govern and maintain the condominium pursuant to the Declaration of Condominium as it may be amended from time to time, including, but not limited to, the following:



(a) To make and collect assessments against members of the Association for the purpose of defraying the charges and expenses of the condominium and of all other properties the Association shall hold, by whatever means, and operation of the Association. Assessments paid by unit owners shall be held in trust by the Association and used to pay:

- (1) the cost of operation, maintenance, preservation, enhancement or repair of the condominium property and other costs related thereto, and
- (2) the cost of administration of the affairs of the Association, including payment of applicable taxes and the preservation of the Association's existence, to the extent properly allocable to the performance of the Association's duties under the Declaration of Condominium (all thereof, in the event that the Association undertakes no other activities); to the extent not expended in the year in which paid, assessments shall continue to be held in trust by the Association for the benefit of the unit owners to be expended for the aforesaid purposes or, upon any termination of the condominium, the unexpended



portion shall be added to the common surplus for disbursement to the unit owners.

- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the common elements.
- (d) To purchase insurance upon condominium property and all properties the Association shall hold and insurance for the protection of the Association and its members.
- (e) To improve condominium property further and, after casualty, to reconstruct improvements.
- (f) To approve or disapprove the transfer, by sale, rental, gift, devise, bequest, succession, or otherwise, and the ownership and encumbrance of family units as may be provided by the Declaration of Condominium and by the Bylaws of the Association.
- (g) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association, and the regulations for the use of the property of the condominium.
- (h) To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in

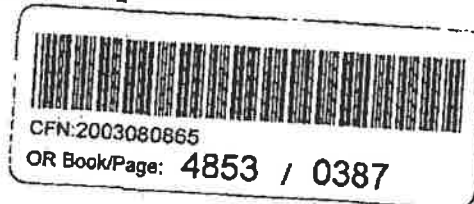


carrying out its powers and duties in performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repairs and replacement of common elements with funds as shall be available by the Association for such purposes. The Association and its officers, shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

- (i) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.
- (j) To contract for the management, operation and upkeep of any and all property held or controlled by the Association.
- (k) To encumber, lease or grant other possessory or use interests or easements in any and all property which the Association may acquire or control, including but not limited to the common elements of the condominium and any recreational facilities.



- (l) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.
- (m) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.
- (n) To employ all personnel and engage such professional services as are reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.
- (o) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not-for-profit, and of an association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.



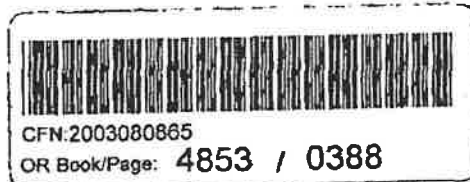
(p) To enact rules and regulations concerning the use and enjoyment of the units, the common elements and of the property owners by the Association not inconsistent with the Declaration of Condominium.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided that he or such firm or corporation so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall in any way be affected or invalidated thereby. Any director of this Association who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if they were not a director or officer of such other corporation or not so interested.

**ARTICLE III - QUALIFICATION OF
MEMBERS AND THE MANNER OF THEIR ADMISSION**

Section 1. The subscribers constitute the sole members of this Association until the recording of a Declaration of Condominium naming this Association as the association thereunder.

- 6 -



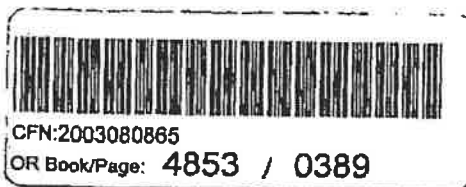
Upon the recording of the Declaration of Condominium, each owner of a unit shall be entitled to membership in the Association. At such time as the purchase price is paid and the deed to a unit is issued, the owner thereof shall become a member.

Section 2. Ownership of a condominium unit shall be a prerequisite to exercising any rights as a member. A condominium unit may be owned by more than one person or by a corporation, association, partnership or trust.

Section 3. Membership shall not be transferable, except as provided herein or in any Declaration of Condominium naming this Association as the association thereunder. The membership of any unit owner shall terminate upon the termination of the condominium, or upon transfer of ownership in the unit, provided the transfer is accomplished in accordance with the provisions of the Declaration of Condominium. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the unit, subject to a lien thereon for all undischarged assessments or assessment installments. The Association may rely on a recorded deed as evidence of transfer of a unit and thereupon terminate the transferor's membership and recognize the membership of the transferee.

ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.



ARTICLE V - NAME AND RESIDENCE OF THE SUBSCRIBER

The name and address of the subscriber of these Articles is as follows:

<u>Name</u>	<u>Residence Address</u>
Ross Galbraith	1880 Knox McRae Drive Titusville, FL 32780

ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a President, a Secretary, a Treasurer, and any assistants to such officers or other officers as the Board of Directors may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Ross Galbraith	President	1880 Knox McRae Drive Suite 105-D Titusville, FL 32780
Brent Tynan	Secretary	1880 Knox McRae Drive Suite 105-D Titusville, FL 32780
Alistair Galbraith	Treasurer	1880 Knox McRae Drive Suite 105-D Titusville, FL 32780

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.



ARTICLE VII - BOARD OF DIRECTORS

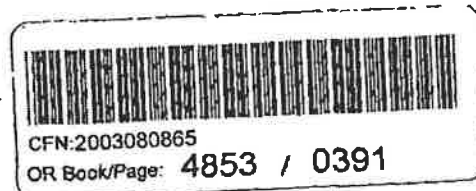
Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons.

Section 2. The names of the initial Board of Directors and their terms of office are as follows:

<u>Name</u>	<u>Term</u>
Ross Galbraith	One Year
Brent Tynan	One Year
Alistair Galbraith	One Year

Section 3. At the expiration of the term of such initial Director, a successor shall be elected by the members of the Association to serve for a term of one (1) year. A Director shall hold office until a successor has been elected and qualified. The voting interests of the Association may establish, by majority vote, two year alternating terms for members of the Board of Directors. By such vote the members shall also establish the method by which the alternating terms shall be initiated and further determine the number of members which the Board of Directors shall have.

Section 4. Directors may be removed with or without cause, by a majority vote of the membership at any annual meeting or any special meeting duly called therefor with or without cause by the vote or agreement in writing by a majority of all the voting



interests in the manner provided by Section 718.112(2)(k), Florida Statutes.

Section 5. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board is authorized to fill the vacancy until the next annual meeting. If after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting. Subject to the provisions of 718.301, Florida Statutes, only the developer may vote to fill a vacancy on the Board previously occupied by a member elected or appointed by the developer. Only unit owners other than the developer may vote to fill a vacancy on the Board previously occupied by a member elected by unit owners other than the developer.

Section 6. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place. Special meetings of the Board may be called by the President, Secretary, or a majority of the Board upon written notice by telegram, personal delivery or by United States mail to each Director sent at least two (2) days prior to the date of the meeting.

ARTICLE VIII - BYLAWS

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended,

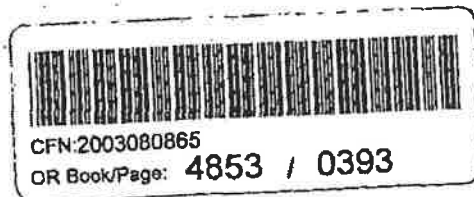


altered, modified or rescinded by the action or approval of the members of the Association, except that any such change of the Bylaws shall not affect the rights or interest of the Developer of the condominium or the mortgagees of any condominium property or unit without the written consent of the Developer or the mortgagee, respectively, to the extent such written consent may be required by the Developer or mortgagee. The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

ARTICLE IX - AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall be proposed to the membership of the Association in writing. A two-thirds (2/3) affirmative vote of the total voting interests of the Association shall be necessary to amend the Articles of Incorporation.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the joinder of all record holders of mortgages upon any condominium property or upon property held by the Association. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium of the condominium governed by this Association.



ARTICLE X - VOTING

Section 1. Each member in good standing shall be entitled to one vote. Any unit owned by more than one person or by a corporation, partnership, or trust shall be entitled to only one vote, to be cast by a designee of the holder or holders. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the unit shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owner or owners of the unit.

Section 2. Votes may be cast either in person or by proxy. No power of attorney may be used for purposes of voting. All proxies and voting trust agreements must be in writing and filed with the Secretary before the convening for each meeting. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof.

Section 3. All members of the Association shall be entitled to vote upon matters affecting the Association, its property, and other possessory interests or uses and election of Directors.

Section 4. A membership shall be deemed in "good standing" upon evidence of ownership of a condominium unit and membership shall pass as an appurtenance thereto.

ARTICLE XI - ADDITIONAL PROVISIONS

Section 1. No officer, Director or member shall be personally liable for any debt or other obligation of the Association, except



as provided in the Declaration of Condominium naming this Association as the association thereunder.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, Directors or Officers. The Association may pay compensation in a reasonable amount to its members, Directors or Officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a member of the Board of Directors or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties, whether or not they



are a member of the Board of Directors or officer at the time such expenses are incurred.

ARTICLE XII - SEVERABILITY

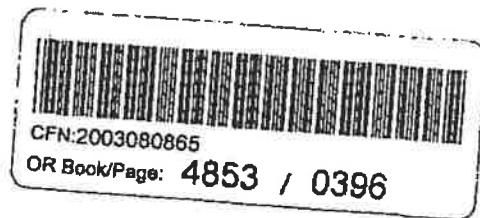
Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the Bylaws or Rules and Regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

**ARTICLE XIII - APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, Peter M. Dunbar, 215 South Monroe Street, 2nd Floor, Tallahassee, Florida 32301, is appointed agent for service of process upon THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 4th day of November, 1997.


ROSS GALBRAITH (SEAL)



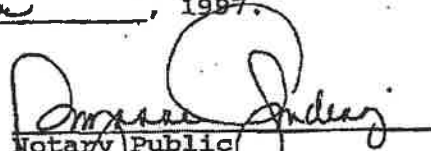
STATE OF FLORIDA

COUNTY OF Brevard

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared ROSS GALBRAITH, to me known to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, as his own free act and deed.

WITNESS my hand and official seal at Jitusville, Florida, this 4th day of November, 1997.

My commission expires: 3/15/2000.


Notary Public
Suzanne Gondig



Suzanne Gondig
MY COMMISSION # C0525850 EXPIRES
March 15, 2000
BONDED THIRD TRUDY FARM INSURANCE, INC.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC.

2. The name and address of the registered agent and office is:

Peter M. Dunbar
215 South Monroe Street, 2nd Floor
Tallahassee, Florida 32301

SIGNATURE: _____


(corporate seal)

TITLE: _____

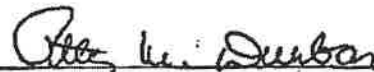
PRESIDENT

DATE: _____

NOV 3, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

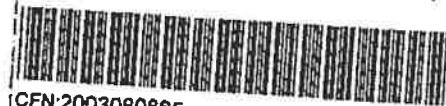
SIGNATURE: _____



DATE: _____

NOV 3, 1997

REGISTERED AGENT FILING FEE: \$35.00



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Sandy Crawford

Clerk Of Courts, Brevard County

#Pgs: 4	#Names: 3	
Trust: 2.50	Rec: 17.00	Serv: 0.00
Deed: 0.00		Excise: 0.00
Mtg: 0.00		Int Tax: 0.00

THIS DOCUMENT PREPARED BY
AND RETURN TO:
Neal McCulloh, Esquire
CLAYTON & MCCULLOH
1065 Maitland Center Commons Blvd
Maitland, Florida 32751

CERTIFICATE OF AMENDMENT TO EXHIBIT B OF THE DECLARATION OF
CONDOMINIUM FOR FAIRWAYS AT ROYAL OAK, A CONDOMINIUM (I.E. THE ARTICLES
OF INCORPORATION OF THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC.

KNOW ALL MEN BY THESE PRESENTS:

That on this 30th day of September, 1999, the undersigned THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC., pursuant to §718, Fla.Stat., and the ARTICLES OF INCORPORATION OF THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC. (hereinafter referred to as the "Articles of Incorporation"), hereby certifies that an Amendment to the Articles of Incorporation, which Amendment is attached hereto and by reference made a part hereof, was duly adopted on the 29th day of July, 1999 after the requisite notice was provided. Said Amendment was properly noticed pursuant to Article 22, Section A of THE DECLARATION OF CONDOMINIUM FOR FAIRWAYS AT ROYAL OAK, A CONDOMINIUM (hereinafter referred to as the "Declaration"). Said Amendment was approved by:

- A. not less than two-thirds (2/3) of the voting interests of the condominium, pursuant to Article 21 of the Declaration; and
- B. A two-thirds (2/3) affirmative vote of the total voting interests of the Association pursuant to Article IX of the Articles of Incorporation.

THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC., is a condominium association created pursuant to Chapter 718, Florida Statutes. The Declaration Of Condominium For Fairways At Royal Oak, A Condominium is recorded in O:R. Book 3726, Page 1323, *et seq.*, of the Public Records of Brevard County, Florida.

IN WITNESS HEREOF, THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC., has caused these presents to be executed in its name, this 30th day of September, 1999.

Signed, sealed and delivered
in the presence of:

B. Gauthier
(Sign)

B. Gauthier
(Print)

R.H. Pinkerman
(Sign)

R.H. PINKERMAN
(Print)



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THE ASSOCIATION OF FAIRWAYS
AT ROYAL OAK, INC.

By: Donald W. Page
(Sign)

President, The Association O Fairways
At Royal Oak, Inc.

Donald Page
(Print)

ATTEST: Montie Bradford
(Sign)

Secretary, The Association Of Fairways
At Royal Oak, Inc.

Montie Bradford
(Print)

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Certificate of Amendment was acknowledged before me this 30th day of September, 1999, by Donald Page, as President and Montie Bradford, as Secretary, of The Association Of Fairways At Royal Oak, Inc., a Florida corporation, on behalf of the corporation.

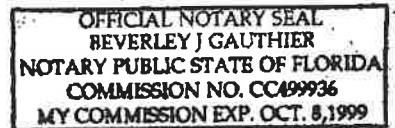
NOTARY PUBLIC

Beverly J. Gauthier
State of Florida, At Large

PERSONALLY KNOWN OR

PRODUCED IDENTIFICATION

TYPE OF IDENTIFICATION PRODUCED: Personally known



**AMENDMENTS TO ARTICLES OF INCORPORATION OF
THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC.
(A Corporation Not-for-Profit)**

The following amendment is made to Article VII, Section 3 of the Articles of Incorporation of the Association of Fairways at Royal Oak, Inc. (note that additions are indicated by underlining and deletions are indicated by ~~strikeouts~~):

Section 3: Except as set forth below, * at the expiration of the term of such initial Director, a successor shall be elected by the members of the Association to serve for a term of one (1) year. A Director shall hold office until a successor has been elected and qualified. The voting interests of the Association may establish, by majority vote, two year alternating terms for members of the Board of Directors. By such vote the members shall also establish the method by which the alternating terms shall be initiated, ~~and further determine the number of members~~ which Initially, the Board of Directors shall ~~have~~ consist of five (5) Directors, except that the Board of Directors may unilaterally change the total number of Directors to serve for any forthcoming year, provided:

1. the number of Directors serving as a Board at anytime shall be a minimum of three (3) and a maximum of nine (9);
2. there shall be an odd number of Board Members; and
3. the number of Directors shall not be reduced for any year where such decrease in the number of Directors would terminate the term of an existing Director.

In the event the members of the Association institute two (2) year alternating terms for Directors as referenced above and thereafter, the Board of Directors change the number of Directors for forthcoming year(s), the Board of Directors, in order to implement such changes, shall have the



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power to reduce the term of office of some of the Directors being elected from two (2) years to one (1) year; provided, however, this reduction of term(s) of office shall only be allowed to the extent necessary or desirable to:

1. maintain staggered terms; and
2. establish a system whereby the number of directors to be elected annually is as close to equal as possible (e.g. if there is to be a seven (7)-member Board of Directors, then four (4) directors should be elected one year, three (3) directors should be elected the following year and then four (4) directors should again be elected the next year and so on).

If the term of office for some, but not all of the Board Member(s) to be elected at an Annual Meeting are reduced from two (2) years to one (1) year, then the directors receiving the greatest number of votes shall receive the two (2) year terms.



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Prepared By and Return To

NEAL McCULLOH, Esquire
Clayton & McCulloh
1065 Maitland Center Commons Boulevard
Maitland, Florida 32751
(407) 875-2655

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC.

Pursuant to the provisions of §617.1006, Fla. Stat., the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted:

1. Article VII, Section 3, is amended as follows:

ARTICLE VII - BOARD OF DIRECTORS

Section 3. Except as set forth below, A at the expiration of the term of such initial Director, a successor shall be elected by the members of the Association to serve for a term of one (1) year. A Director shall hold office until a successor has been elected and qualified. The voting interests of the Association may establish, by majority vote, two year alternating terms for members of the Board of Directors. By such vote the members shall also establish the method by which the alternating terms shall be initiated. and further determine the number of members which Initially, the Board of Directors shall have consist of five (5) Directors, except that the Board of Directors may unilaterally change the total number of Directors to serve for any forthcoming year, provided:

1. the number of Directors serving as a Board at anytime shall be a minimum of three (3) and a maximum of nine (9);
2. there shall be an odd number of Board Members; and
3. the number of Directors shall not be reduced for any year where such decrease in the number of Directors would terminate the term of an existing Director.

(Note that additions are indicated by underlining and deletions are indicated by ~~strikeouts~~)

-1-



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In the event the members of the Association institute two (2) year alternating terms for Directors as referenced above and thereafter, the Board of Directors change the number of Directors for forthcoming year(s), the Board of Directors, in order to implement such changes, shall have the power to reduce the term of office of some of the Directors being elected from two (2) years to one (1) year, provided, however, this reduction of term(s) of office shall only be allowed to the extent necessary or desirable to:

1. maintain staggered terms; and
2. establish a system whereby the number of directors to be elected annually is as close to equal as possible (e.g. if there is to be a seven (7) member Board of Directors, then four (4) directors should be elected one year, three (3) directors should be elected the following year and then four (4) directors should again be elected the next year and so on).

If the term of office for some, but not all of the Board Member(s) to be elected at an Annual Meeting are reduced from two (2) years to one (1) year, then the directors receiving the greatest number of votes shall receive the two (2) year terms.

SECOND: Adoption of Amendment

That on this 30th of September, 1999, THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC. (hereinafter the "Association"), pursuant to Florida Statute and the ARTICLES OF INCORPORATION OF THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC. (hereinafter the "Articles"), hereby certifies that Amendment(s) to the Articles, which Amendment(s) are set out hereinabove and by reference made a part hereof, were duly adopted on the 29th day of July, 1999. Said Amendment was properly noticed pursuant to Article 22, Section A of THE DECLARATION OF CONDOMINIUM FOR FAIRWAYS AT ROYAL OAK, A CONDOMINIUM (hereinafter referred to as the "Declaration"). Said Amendment was approved by:

- A. not less than two-thirds (2/3) of the voting interests of the condominium, pursuant to Article 21 of the Declaration; and
- B. A two-thirds (2/3) affirmative vote of the total voting interests of the Association pursuant to Article IX of the Articles of Incorporation.

IN WITNESS WHEREOF, THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC., has caused these presents to be executed in its name, this 30th day of September, 1999.

(Note that additions are indicated by underlining and deletions are indicated by ~~strikeouts~~)



THE ASSOCIATION OF FAIRWAYS
AT ROYAL OAK, INC.

Signed, sealed and delivered
in the presence of:

B. Gauthier
(Sign)

B. Gauthier
(Print)

R. H. Pinkerman
(Sign)

R. H. PINKERMAN
(Print)

By: Donald Page
Donald Page, President

STATE OF FLORIDA

COUNTY OF Brevard

The foregoing Articles of Amendment to ARTICLES OF INCORPORATION OF THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC., was acknowledged before me this 30th day of September, 1999, by Donald Page, as President of THE ASSOCIATION OF FAIRWAYS AT ROYAL OAK, INC., a non-profit Florida corporation, on behalf of the corporation.

NOTARY PUBLIC

(SEAL)

Beverly J. Gauthier
State of Florida, At Large

OFFICIAL NOTARY SEAL
BEVERLY J GAUTHIER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC49936
MY COMMISSION EXP. OCT. 8, 1999

Personally Known

OR Produced Identification

Type of Identification Produced _____

