

Fax Audit No.:

June 4, 2000

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PALM-AIRE COMMUNITY ACTION COUNCIL, INC.**

Pursuant to Section 617.1006, Florida Statutes, the Corporation desires to amend its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on October 11, 1990 under Document Number N40355.

1. The name of this Corporation is PALM-AIRE COMMUNITY ACTION COUNCIL, INC.

2. The Articles of Incorporation are amended to delete the existing Article One in its entirety and insert a new Article I which shall read as follows:

The name of this Corporation is Palm-Aire Communities Council, Inc., which is hereinafter referred to as "Council" or the "Corporation."

3. The Articles of Incorporation are amended to delete the existing Article Two, entitled PURPOSES AND POWERS, in its entirety and in place thereof the following is inserted:

ARTICLE TWO - PURPOSES AND POWERS

1. This Corporation is formed to provide a centralized management vehicle for the condominiums and homeowner organizations which operate the communities comprising an area known as the greater PALM-AIRE area located in Manatee County, which share similar and common issues and concerns in this area, to include the following specific purposes:

(a) Permit the various condominium and homeowner associations to coordinate their combined and individual efforts toward beautifying and making secure all the properties located within the greater Palm-Aire area.

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- (b) Enlist the cooperation and assistance of all the residents of the greater Palm-Aire area, to promote and maintain the rights and interests of the residents.
- (c) Petition governmental bodies in the adoption of acts, measures, and public services considered necessary by the Council for the welfare and protection of the interests of all the residents of the greater Palm-Aire area, and in the maintenance of their well-being, security and lawful rights.
- (d) Review internal problems and common concerns of the residents and organizations within the greater Palm-Aire area, and arrive at common solutions.
- (e) Maintain good fellowship and a social cooperative spirit in the entire community within the greater Palm-Aire area.

2. In fulfillment of these purposes, this Corporation shall have the power to accept, assume, exercise, use, perform and carry out any and all powers, rights, duties and obligations which are assigned, transferred, directed, conveyed, transmitted or given to this Corporation by condominium or homeowners associations within the greater Palm-Aire area, the developers(s) of property within the greater Palm-Aire area, or others who own or control properties located within the greater Palm-Aire area, or by other community associations within the greater Palm-Aire area.

3. The Corporation shall have all common-law and statutory powers permitted a Corporation not-for-profit under Florida law which do not conflict with these Articles, the By-Laws, or applicable law.

4. The Corporation shall also have those powers reasonably necessary to fulfill the purposes for which this Corporation was formed, which powers shall include, but not be limited to, the following:

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(a) To collect assessments from its members for the purpose of exercising its powers and carrying out its responsibilities.

(b) To maintain, repair, replace, reconstruct after casualty, operate and manage any property owned or leased by the Corporation, or otherwise under its control for maintenance purposes.

(c) To acquire and pay for insurance for the protection of the Corporation, its officers, directors, employees and agents, and its members.

(d) To hire employees to perform the services needed for the proper operation of corporate duties.

(e) To negotiate and consult with the developer(s), the manager(s), if any, and the individual Board of Directors of each Member Association for the purpose of promoting the interest of and improving the living conditions for the member owners, and otherwise fulfilling the purposes of the corporation.

(f) To use and expend the monies collected by this Corporation to effectuate the purposes and powers of this Corporation.

(g) To hire attorneys, engineers, accountants, and other professionals as the need arises and the interest of the members warrant.

(h) To enter into contracts or otherwise obtain the services of persons or entities to perform and fulfill corporate purposes, including but not limited to the provision of maintenance and security to member communities in the greater Palm-Aire area, as determined necessary and adequate by the Corporation.

(i) To enter into contracts, or otherwise consult, negotiate or assist Manatee County authorities, and other incidental parties, to establish one or more special taxing districts within the greater Palm-Aire area, in furtherance of the purposes of this Corporation.

3. The Articles of Incorporation are amended to add the following language to ARTICLE FOUR - MEMBERSHIP, paragraph 1, Voting Membership.

ARTICLE FOUR- MEMBERSHIP

1. VOTING MEMBERSHIP. The Board of Directors of each Association eligible to and electing to join the Council shall appoint its President to be a member of the Council. In the absence of the President, each Association may appoint any member of its Association as its representative for that meeting. However, in no event shall one Association have more than one (1) vote.

4. The Articles of Incorporation are amended to delete paragraph 2, Non-Voting Membership, of ARTICLE FOUR - MEMBERSHIP, in its entirety and in place thereof the following language is inserted:

ARTICLE FOUR - MEMBERSHIP

2. New Members. For any Community Association that is not a member of the Council, the Board of Directors can vote to permit any Community Association in the greater Palm-Aire area to become a member of the Council. New member associations must be approved by at least one-third (1/3) of the Board of Directors.

5. The Articles of Incorporation are amended to delete ARTICLE FIVE - DIRECTORS, in its entirety and in place thereof the following language is inserted:

ARTICLE FIVE - DIRECTORS

The business and affairs of the Corporation shall be managed by its voting members who collectively shall constitute the Board of Directors of the Corporation. The Board of Directors, its agents, contractors, or employees shall exclusively exercise all of the powers of the Corporation. Quorum requirements shall be as stated in the By-Laws.

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IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has signed these Articles of Amendment to the Articles of Incorporation on this 1ST day of June, 2000.

ATTEST:

By: Herbert Quinn
Herbert Quinn, President

Kenneth Robinson
Kenneth Robinson, Secretary

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