

AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF
PALMIRA GOLF AND COUNTRY CLUB MASTER
HOMEOWNERS ASSOCIATION, INC.

RECORDED
NOV-2 11:10 AM '00
PALMIRA GOLF AND COUNTRY CLUB MASTER HOMEOWNERS ASSOCIATION, INC.

The Articles of Incorporation of Palmira Golf and Country Club Master Homeowners Association, Inc. shall be amended as shown below:

Note: New language is underlined; language being deleted is shown in struck-through type.

2. Article V, Section C. of the Articles of Incorporation shall be amended to read as follows:

C. The person elected president of each Neighborhood Association by the board of directors of such Neighborhood Association shall serve as the "Representative" of the Neighborhood Association unless another member of said Neighborhood Association is elected by the board of directors of such Neighborhood Association to serve as its Representative. The person elected vice-president of each Neighborhood Association shall serve as an alternate Representative in the event the Representative is unable to perform his or her duties at any given time, unless another member is elected by the directors of the Neighborhood Association to serve in such capacity.

In the event a Neighborhood Association administers more than one hundred (100) Dwelling Units, such Neighborhood Association shall designate two (2) Representatives, which shall be the president and vice-president of such Neighborhood Association, unless other Neighborhood Association members are so designated by the directors of the Neighborhood Association. The president of such Neighborhood Association shall cast all votes of the Neighborhood Association as the "Representative" of the Neighborhood Association. If the president of said Neighborhood Association is not available for the meeting of the Representatives, then the vice-president may cast those votes. If the president and vice-president are not available, then the Neighborhood Representative elected by the Board of Directors of the Neighborhood Association may cast all of that Association's votes. ~~Such Representatives shall split their votes as directed in their Neighborhood Covenants.~~ The directors of any such Neighborhood Association shall also designate the members who shall serve as alternate Representatives.

The Corporation shall be notified of the names of the Representative(s) and alternate Representative(s) in writing. The Representative(s) shall determine the manner in which the Total Association Votes may be cast at all Members' meetings of the Corporation in accordance with these Articles and any other Palmira Golf and Country Club Document except as hereinafter provided for matters with Special Voting Requirements.

Notwithstanding the foregoing, or anything contained in the Palmira Golf and Country Club Documents to the contrary, with respect to the matters listed below, each Owner who is a member of a Neighborhood Association shall be entitled to determine the manner in which the Neighborhood Association's Representative(s) is to cast such Owner's vote ("Special Voting Requirements"), including during the period of time prior to the Turnover Date. The determination shall be made by

the Owners by votes cast at a meeting of the Neighborhood Association and the Representative(s) shall only be permitted to cast the number of votes equivalent to and in the same manner as those votes cast by the Owners at such meeting of the Neighborhood Association. In the event any Owners should fail to vote with respect to matters affected by Special Voting Requirements, then, in such event, the Representative(s), to the extent Owners failed to vote, shall be prohibited from casting the Total Association Votes which the Representative(s) would otherwise have been entitled to cast had all the Owners voted at the Neighborhood Association meeting. The following matters shall be subject to Special Voting Requirements:

~~1.~~ An amendment or modification to the Declaration subject to Article XI, Paragraph ~~I~~, of the Declaration.

~~12.~~ The term of the Declaration as provided in Article XI, Paragraph K of the Declaration.

~~23.~~ The commencement of lawsuits by the Corporation, which shall require the prior approval of at least fifty-one percent (51%) of all Contributing Unit Owners, except in the case of lawsuits for the following purposes:

(i) The collection of Assessments;

(ii) The collection of other charges which Contributing Unit Owners are obligated to pay pursuant to the Declaration or any other Palmira Golf and Country Club Document;

(iii) The enforcement of the use and maintenance restrictions contained in the Declaration or any other Palmira Golf and Country Club Document; or

(iv) In an emergency when waiting to obtain the approval of the Contributing Unit Owners creates a substantial risk of irreparable injury to the Corporation Common Areas or to the Owners, provided that approval of fifty-one percent (51%) of the Contributing Unit Owners is obtained within sixty (60) days to continue such lawsuit, and further provided that the imminent expiration of a statute of limitations shall not constitute an emergency.

~~34.~~ Any other matter requiring the vote of the Owners, as set forth in the Declaration or as determined to be necessary by a majority vote of the Board, or as determined to be desirable by the Initial Member prior to the Turnover Date.

The manner in which the Total Association Votes shall be cast by the Representative(s) in all matters other than those for which the Special Voting Requirements are applicable shall be determined by such Representative(s) in his or her or their sole discretion.

**AMENDMENTS TO THE DECLARATION OF PROTECTIVE COVENANTS,
RESTRICTIONS AND EASEMENTS
FOR
PALMIRA GOLF AND COUNTRY CLUB**

The Declaration of Protective Covenants, Restrictions and Easements for Palmira Golf and Country Club shall be amended as shown below:

Note: New language is underlined; language being deleted is shown in struck-through type.

1. Article XI, Paragraph I. 3. shall be amended to read as follows:

3. Amendments Requiring Additional Consents: Notwithstanding the foregoing provisions of this Paragraph XI. I., no amendment to this Declaration shall be effective which shall impair or prejudice the rights or priorities of Declarant; the Golf Club Owner; the Town Center Club, the South Florida Water Management District; or of any Institutional Mortgagee under this Declaration or any other of the Palmira Golf and Country Club Documents without the specific written approval of such Declarant, Golf Club Owner, Town Center Club, South Florida Water Management District or Institutional Mortgagee affected thereby. Additionally, the approval of Representatives representing the Owners of at least seventy-five percent (75%) of the Dwelling Units and the Institutional Mortgagees holding fifty-one percent (51%) of the mortgages encumbering Dwelling Units which are encumbered by mortgages held by Institutional Mortgagees shall be required to materially amend any provisions of this Declaration or to add any material provision hereto which establishes, provides for, governs or regulates, changes, decreases or increases, waives or abandons any of the following: (i) increase the proportion or percentage by which a Contributing Unit shares in the common expenses of the association; ~~the method of determining the obligations, Assessments, Assessment liens, subordination of such liens, or other charges levied against an Owner;~~ (ii) the abandonment, partition, subdivision, alienation, release, transfer or encumbrance of the Corporation Common Areas, other than as provided in Paragraph III.A.2 hereof; (iii) the scheme for maintenance, repair and replacement of the Corporation Common Areas in such manner as to materially alter the general plan of development for Palmira Golf and Country Club; (iv) minimum hazard insurance and fidelity bond requirements for the Corporation Common Areas; (v) the enforcement of Paragraph III. D. hereof pertaining to architectural design of Dwelling Units, in such manner as to materially affect the general plan of development for Palmira Golf and Country Club; (vi) the leasing of Dwelling Units; and (vii) restrictions on conveyances of Dwelling Units, unless made less restrictive.

AMENDMENTS TO THE BYLAWS
OF
PALMIRA GOLF AND COUNTRY CLUB MASTER
HOMEOWNERS ASSOCIATION, INC.

The Bylaws of Palmira Golf and Country Club Master Homeowners Association, Inc. shall be amended as shown below:

Note: New language is underlined; language being deleted is shown in ~~struck through~~ type.

3. Section 3.4 of the Bylaws shall be amended to read as follows:

3.4 A written notice of all Members' meetings, whether the Annual Members' Meeting or special meetings (collectively "Meeting"), shall be given to each Member at his last known address or electronic address as it appears on the books of the Association and shall be mailed or may be furnished by personal delivery or by electronic transmission to the said address not less than fourteen (14) days nor more than forty-five (45) days prior to the date of the Meeting. In addition to mailing, delivering, or electronically transmitting the notice of any meeting, the association may, by reasonable rule, adopt a procedure for conspicuously posting and repeatedly broadcasting the notice and the agenda on a closed-circuit cable television system serving the association. Proof of such mailing, delivery or electronic transmission shall be given by the affidavit of the person giving the notice. Any notice given hereunder shall state the time and place of the Meeting and the purposes for which the Meeting is called. The notice of all Annual Members' Meetings shall, in addition, specify the number of Directors of the Association to be elected by the Members, if applicable. All notices shall be signed by an officer of the Association or reflect a facsimile of such a signature. Notice of any special meeting shall include a description of the purpose or purposes for which the Meeting is being called. Notwithstanding any provisions hereof to the contrary, notice of any Meeting may be waived before, during or after such Meeting by a Member or by the person entitled to vote for such Member by signing a document setting forth the waiver of such notice.