

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on December 17, 1987, to Articles of Incorporation for MARBRISA VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 762237.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
17th day of December, 1987.



Jim Smith
Secretary of State

CR2E022 (8-87)

Exhibit "A"

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARBRISA HOMEOWNERS ASSOCIATION, INC.

REC'D DEC 17 11 3 25
SECRETARY OF STATE
TOLSON

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Pursuant to Section 607.181, the Articles of Incorporation of MARBRISA VILLAS HOMEOWNERS ASSOCIATION, INC., are hereby amended as follows:

FIRST: Article XI, entitled "Indemnification of Officers and Directors", of the Articles of Incorporation of Marbrisa Homeowners Association, Inc., shall be amended and modified as follows:

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. The Association hereby indemnifies agrees to indemnify any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding; whether civil, criminal, administrative or investigative brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding, by judgment, order,

settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable ground for belief that such action was unlawful. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

By The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred; and whether such Director or officer acted in good faith and a manner he reasonably believed to be in the best interests of the Association; and whether, with respect to any criminal action or proceeding, he has no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding. In the event that all the Directors were parties to such action, suit or proceeding, such determination shall be made by the members of the Association by a majority vote of a quorum.

SECOND: Article XIV, entitled "Amendments", of the Articles of Incorporation of Marbrisa Villas Homeowners Association, Inc., shall be amended and modified as follows:

ARTICLE XIV - AMENDMENTS

Amendments to these Articles of Incorporation shall require the approval of ~~seventy-five percent (75%)~~ fifty-one percent (51%) of the entire membership. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, executed and acknowledged by the President or Vice-President, and attested by the Secretary or an Assistant Secretary, has been filed with the Secretary of State, and all filing fees paid. Notwithstanding any provision of this Article to the contrary, these Articles of Incorporation shall not be amended in any manner which shall abridge, amend or alter the rights of the Developer, as set forth in the Declaration, without the prior written consent to such amendment by the Developer. Further, these Articles of Incorporation shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights and obligations set forth in the Declaration, as the same may be amended from time to time in accordance with the respective provisions thereof.

IN WITNESS WHEREOF, MARBRISA VILLAS HOMEOWNERS ASSOCIATION, INC., has caused these Articles of Amendment to be executed and attested to by its directors and its corporate seal to be affixed hereto on this 23rd day of November, 1987.

Signed, sealed and delivered
in the presence of:

MARBRISA VILLAS HOMEOWNERS
ASSOCIATION, INC.

By: William H. Allman, Jr.
President William H. Allman, Jr.

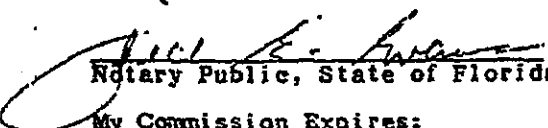
Attest: Barbara J. Zuis
Secretary Barbara J. Zuis

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me
this 23rd day of November, 1987, by William H. Allman, Jr.,
President, and Barbara J. Zuis, Secretary, both on behalf of
MARBRISA VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida
corporation.

(NOTARIAL SEAL)


Notary Public, State of Florida

My Commission Expires:

Notary Public, State of Florida
My Commission Expires: 11/1/88
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