

STATE OF FLORIDA

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of

Certificate of Amendment to Certificate of Incorporation of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, amending Articles II, III, IV, V, and IX, filed on the 3rd day of December, 1976, as shown by the records of this office.

GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the

6th day of December
1976

SECRETARY OF STATE

CER-104
8-29-76

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
PHEASANT WALK HOMEOWNER'S ASSOCIATION, INC.

WHEREAS, the Articles of Incorporation of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC., provide for the method of amending such Articles of Incorporation, and

WHEREAS, pursuant to such amendment procedure the Board of Directors of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC., have unanimously agreed to amend much Articles of Incorporation as hereinafter provided and same have been duly approved by PHEASANT RUN, INC., a Florida corporation, which on this date is the sole member of the Association, and

WHEREAS, SOUTHEAST BANK OF DEERFIELD BEACH is the record owner of all mortgages upon all lots or improvements located within PHEASANT WALK Subdivision, and has approved said amendments.

HOW THEREFORE, the undersigned do hereby sign this written statement for the purpose of manifesting their intention that the Articles of Incorporation of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC., be amended as follows, to wit:

1. That Article 2 of the Articles of Incorporation of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC., be amended to read as follows:

ARTICLE (2)
Purposes

The Association is organized for the following purposes;

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Association and which are within the purposes and powers of the Association.

2.2 To enforce through appropriate legal means any covenants and restrictions pertaining to any subdivision in Palm Beach County, Florida, subdivided by PEASANT RUN, INC., a Florida corporation.

2.3 To present a unified effort in protecting the value of the property of the Association's members.

2.4 To engage in such other activities as may be to the mutual benefit of the owners of property in any subdivision in Palm Beach County, Florida, subdivided by PHEASANT RUN, INC., a Florida corporation, including but not limited to the levying, enforcement and collection of dues and assessments.

2. That Article 3 of the Articles of Incorporation of PHEASANT' WALK HOMEOWNERS' ASSOCIATION, INC., be amended to read as follows:

ARTICLE 3
Powers

The powers of the Association shall include and shall be governed by the following provisions:

3.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties expressly conferred upon it as act forth in

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and perform the services as act forth in the covenants and restrictions that may from time to time be filed with respect to any and/or all such subdivisions and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth In the covenants and restrictions herein mentioned, including, but not limited to the following;

(a) To make and collect membership assessments or membership fees against members and to use the proceeds for the maintenance, construction, reconstruction, and repair of any non-private areas and facilities, such other areas as may be provided within the covenants and restrictions and for the Association's expenses for the Installation and maintenance of street lighting equipment and the periodic cost of electricity consumed in the operation thereof.

(b) To fix, levy, collect and enforce payment by all lawful means, all charges or assessments, to pay all expenses In connection therewith and all office and other expenses Incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Association or its property.

(c) To acquire, by gift, purchase or otherwise own, hold, improve, build upon. operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) To borrow money and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, dead In trust, or hypothecate any or all of its real or personal property as security tor money borrowed or debts incurred.

(e) To dedicate, sell or transfer all or any part of the Association property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an Instrument has been signed by tyro-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.

(f) To perform such other activities of the Association, which in the opinion of the Board of Directors thereof, shall be reasonably appropriate to its accomplishment of the purposes for which it is organized and the performance of its duties and obligations.

(g) To use the proceeds of assessments in the exercise of its powers and duties.

(h) To enforce by legal means the provisions of the covenants and restrictions with respect to all lands In any subdivision in Palm Beach County, Florida, subdivided by PHEASANT RUN, INC., a Florida corporation, these Articles, the By-laws of the Association and any regulations adopted by the Association.

(1) To employ personnel to perform the services required for the proper operation of the Association.

(j) To make and amend reasonable regulations respecting the use and appearance of the property in any subdivision in Palm Beach County, Florida, subdivided by PHEASANT RUN, INC., a Florida corporation; provided, however that all such regulations and their amendments shall be approved by not less than three-fourths (3/4) of the votes of the entire membership of the Association before they shall become affective.

3.3 The Association shall make no distribution of income to its members, directors or officers.

3.4 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held In trust for the members in accordance with the provisions of these Articles of Incorporation and the By-laws.

3.5 The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the By-laws.

3 3.6 The foregoing powers shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, and shall be construed as purposes as well as powers, notwithstanding the expressed enumeration of purposes elsewhere in these Articles.

3. That Article 4 of the Articles of Incorporation of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC., be amended to read as follows:

ARTICLE (A)
Members

4.1 The members of the Association shall consist of the record owners of lots, developed or undeveloped, within all subdivisions in Palm Beach County, Florida subdivided by PHEASANT RUN, INC., a Florida corporation, and which are encumbered by subdivisions restrictions duly recorded and requiring that all lots owners in such subdivision be members of this Association. Said membership shall be appurtenant to, and may not be separated from, ownership of, any lot except as may be provided herein. When more than one person is a record owner of any lot, all such persons shall be members of this Association. There shall be, however, only one vote allocated per lot and this vote shall be exercised as the record owners among themselves determine. This determination shall be evidenced by a certificate signed by all the record owners of said lot, designating which of their number shall be entitled to cast the vote for that lot. In the event such a certificate is not on file with the PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC., no vote for said lot shall be cast. The membership in the Association shall also include such other persons hereinafter declared by the Developer to be members of said Association and said members hereinafter so declared shall be subject to the same rights and obligations as herein set forth. The memberships which may hereinafter be declared are contemplated to include purchasers of lots in the subject Subdivisions being developed by the Developer. The owner of a parcel or tract within the Subdivision shall be deemed to own that number of memberships which is equal to the number of lots owned by that person.

4.2 Change of membership in the .Association shall be established by the recording In the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a lot within the pertinent Subdivision and shall be evidenced by delivery to the Association of a certified copy of such instrument. The membership of the prior owner shall be terminated as of the date of execution of such deed or other instrument.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his unit.

4.4 The Association shall have two classes of voting Membership as follows:

(a) Class A. Class A members shall consist of all members declared to be members, as herein above provided, excepting the Developer.

(b) Class B. The Class B members shall be:

Jack C. Gregory
5131 Northeast 30th Avenue
Lighthouse Point, FL 33064

Erminio P. Giuliano
1551 Southwest 7th Terrace
Boca Raton, Florida 33432

Arthur V. Strock
6 Northeast 11th Way
Deerfield Beach, FL 33441

Donald Marra
4541 North Federal Highway
Boca Raton, FL 33432

collectively referred to in these Articles as Developer, their successors or assigns, together with such other persons as they in their sole discretion may designate. Provided, however, that no person shall be so designated unless said person also qualifies as a Class A member in accordance with the provisions of these Articles. The Class B membership shall cease on the happening of either of the following events, whichever first occurs:

1. January 1, 1996;

2. The sale by Developer of all of the lots within all subdivisions in. Palm Beach County, Florida, subdivided by PHEASANT RUN, INC.. a Florida corporation, the Developer.

4. That Article 5 of the Articles of Incorporation of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC., be amended to read as follows:

ARTICLE 5 Directors

5.1 The affairs of the Association will be Managed by a Board of Directors consisting of the number of directors as shall be determined by the By-Laws, but said number shall not be less than three (3) directors, and in the absence of such determination shall consist of three (3) directors.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled In the manner provided by the by-laws.

5.3 The provisions of the By-laws notwithstanding, so long as there shall be a Class B member, said member shall have exclusive power to select the directors, which directors shall exercise all the powers of the PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC.

The Class B membership shall have the right to terminate its control of the Association at any time. The directors herein named shall serve until termination or resignation of, or replacement by, the Class B membership. Any vacancies remaining unfilled for a period of thirty (30) days after notice to the Class B membership shall be selected by the remaining directors.

5.4 The names and addresses of the members of the First Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
Jack C. Gregory	5131 Northeast 30th Avenue Lighthouse Point, FL 33064
Erminio P. Giuliano	1551 Southwest 7th Terrace Boca Raton, FL 33432
Arthur V. Strock	6 Northeast 11th Way Deerfield Beach, FL 33441
Donald Marra	4541 North Federal Highway Boca Raton, Florida 33432

5. That Article 9 of the Article B of Incorporation of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC., be amended to read as follows:

ARTICLE (9)
Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided,

- (a) Such approvals must be by not less than three-fourths (3/4) of the entire membership of the Board of Directors and by not less than three-fifths (3/5) of the votes of the entire membership of the Association; or
- (b) By not less than four-fifths (4/5) of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights or property rights of members, without the approval in writing by all members and the joinder of all record owners of mortgages upon lots or the improvements thereon located within any Subdivision platted by said PHEASANT RUN, INC.,

9.4 Nothing in this Article shall supersede the authority contained in Paragraph 5.3.

9.5 A copy of each instrument shall be certified by the Secretary of State and recorded in the Public Records of Palm Beach County, Florida.

IN WITNESS THEREOF, the undersigned persons being all of the directors of PHEASANT WALK HOMEOWNERS' ASSOCIATION INC., have hereunto affixed their hands and seals for the purposes as set forth above.

DATED: September 23, 1976

Erminio P. Giuliano, Director

Arthur V. Strock, Director

Jack C. Gregory, Director

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ERMINIO P. GIULIANO, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 23rd day of September.

Notary Public
My commission expires;

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ARTHUR V. STROCK, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 23rd day of September 1976.

Notary Public
My commission expires:

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JACK C. GREGORY, to me known to be the person described in and who executed the foregoing instruiaent and he acknowledged before me that he executed the came.

WITNESS my hand and official aeal In the County and

State last aforesaid, this 23rd day of September, 1976.

Notary Public
My commission expires:

CONSENT AND APPROVAL

SOUTHEAST BANK OF DEERFIELD BEACH, 1007 South Federal highway, Deerfield Beach, Florida, does hereby approve and consent to the above amendment to the Articles of Incorporation of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC.

DATED THIS 23rd day of September, 1976.
SOUTHEAST BANK OF DEERFIELD BEACH

By; _____
Attest

STATE OF FLORIDA
COUNTY OF BROWARD

I CERTIFY that on this day, before me, a Notary Public duly authorized In the State and County named above to take acknowledgments, personally appeared _____ to me known to as the person described as _____ of SOUTHEAST BANK OF DEERFIELD BEACH , in and who executed the foregoing instrument, and he acknowledged before me that he executed It in the name of and for that corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.

WITNESS my hand and official ceal In the County and State named above this 23rd day of September, 1976.

Notary
My Commission expires:

CONSENT AND APPROVAL

PHEASANT RUN, INC., a Florida corporation, does hereby approve and consent to the above amendment to the Articles of Incorporation of PHEASANT WALK HOMEOWNERS' ASSOCIATION, INC.

DATED THIS 28th day of September, 1976

PHEASANT RUN. INC.

By:

Attest:

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared _____ and _____ well known to me to be the President and Secretary respectively of the corporation named in the foregoing instrument, and that they severally acknowledged executing the same, freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 28th day of September 1976.

Notary Public
My Commission expires:

(Note: final page follows)

members of the Association. Directors and members present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, the approvals must be either by:

- a. Not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or
- b. By not less than 80% of the votes of the entire membership of the Association; or
- c. Until a majority of the directors are elected by members other than the Class B members of the Association, only by all of the directors.

8.3 Proviso. Provided, however, that no amendment shall discriminate against any member nor against any class of members unless the members so affected shall consent. No amendment shall be made that is in conflict with the Articles of Incorporation.

8.4 Execution and recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Association and By-Laws, which certificate shall be executed by the officers of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Broward County, Florida.

8.5. Developer. Notwithstanding the foregoing provisions of this Article, no amendment to these By-Laws may be adopted or become effective prior to the relinquishment of control of the Association by the Developer without the prior written consent of the Developer.