

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
THE SANDS COMMUNITY ASSOCIATION, INC.

FILED  
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SECRETARY STATE  
ALABAMA  
TALLAHASSEE, FLORIDA

The undersigned officers of The Sands Community Association, ALABAMA, hereby certify that the following amendment to the Articles of Incorporation of said corporation is a true and correct copy as amended, pursuant to Article X thereof, by the Board of Directors at a duly called and noticed meeting of the Board held January 12, 2005. There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

AMENDMENTS TO THE  
ARTICLES OF INCORPORATION OF  
THE SANDS COMMUNITY ASSOCIATION, INC.

(Additions shown by "underlining",  
deletions shown by "~~strikeout~~")

1. Article VI of the Articles of Incorporation is amended in its entirety to provide as follows:

VI. Board of Directors

A. ~~The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) and no more than eleven (11) Directors. So long as the Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the Development; thereafter, all Directors shall be members of the Association and residents of the Development. There shall be one (1) Director appointed by the Class A Members so long as the Class C Member has the right to appoint a majority of the Board of Directors. Elections shall be by plurality vote. At the first annual election to the Board of Directors, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years. In addition, the Class C member shall select one (1) Director to serve for a term of two (2) years and one (1) Director to serve for a term of one (1) year. Thereafter, as many Directors shall be elected and appointed as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and, thereafter, until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the members which elected or appointed them. So long as the Developer owns at least one (1) Lot, Unit or Home in The Sands Development, any Director appointed by the Developer shall serve at the pleasure of the Developer and may not be removed except by action of the Developer. The Developer, the Class C Member, may remove its appointed Director or Directors from office and appoint a successor Director at any time at its pleasure.~~

B. ~~The Sands Development is intended to consist of five (5) separate stages or portions of development, each independent of the others. The purpose of this Association is to provide overall community association services for each of said stages or portions of The Sands Development as said portions or stages are completed. As each such portion or stage is completed, the Owner of said portion or stage, whether it be an individual, corporation, or condominium association, shall have the right to appoint or elect, as the case may be, a member of the Board of Directors of The Sands Community Association, Inc. As each such portion or stage appoint or elects its Director, the Developer shall have the right to appoint one (1) additional Director so that at all times the Developer shall have a majority of the Board of Directors. The Developer, in no event, shall have less than a majority of the Board of Directors so long as it owns at least one (1) Lot, Unit or Home in The Sands Development.~~

~~C. The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the year 1981 and until their successors are elected or appointed and have qualified are as follows:~~

~~Jorge Dorta-Duque 5645 SW 87<sup>th</sup> Street  
Miami, Florida 33143~~

~~Luis Rabell 3707 LeJeune Road  
Coral Gables, Florida 33134~~

~~Richard Ramirez 1083 Jason Way  
West Palm Beach, Florida 33406~~

1. The affairs of the Association shall be managed by a Board of Directors composed of one (1) or more representatives from each of the six (6) sections of The Sands Community as set forth herein.

2. There shall be one (1) director for every thirty-five (35) or less Residential Lots in a Section (as hereinafter defined) of The Sands Community as follows:

(i) Section I (The Sands, A Condominium, Section I Association, Inc.) - 96 Residential Lots - Three (3) Directors

(ii) Section II (The Sands, A Condominium, Section II Association, Inc.) - 24 Residential Lots - One (1) Director

(iii) Section III (Riverside at Sands Condominium Association, Inc.) 24 Four Residential Lots - One (1) Director

(iv) Section IV (Riverwalk at Sands Condominium Association, Inc.) - 18 Residential Lots - One (1) Director

(v) Section V (Lakeshore at Sands Condominium Association, Inc.) - 18 Residential Lots - One (1) Director

(vi) Section VI (Riverpointe of St. Lucie Property Owners Association, Inc.) - 60 Residential Lots (proposed) - One (1) or Two (2) Directors (depending upon the number of Residential Lots therein owned by Class A Members)

Each of the above-described developments located within The Sands Community shall be regarded as a "Section".

Except for Section VI, the board of directors for the condominium association or homeowners association for each Section shall annually elect, designate or appoint the Director or Directors representing such Section on the Board of Directors of the Association. With respect to Section VI, until the board of directors of Riverpointe of St. Lucie Property Owners Association, Inc. is controlled by Class A Members, it shall be entitled to one (1) Director on the Board of Directors of the Association in the event there are thirty-five (35) or less Residential Lots in such Section, and an additional Director representative upon the conveyance of the 36th Residential Lot in such Section to a Class A Member, such Director or Directors to be elected by plurality vote of the Class A Members in such Section at a meeting thereof at which a quorum shall be thirty percent (30%) or more of such Class A Members in attendance in person or by proxy. The notice for such meeting shall be mailed or delivered by this Association to each Class A Member of such Section not less than fourteen (14) days prior to the date of the election meeting. Nominations shall be taken from the floor at such meeting and any Class A Member of the Association owning a Residential Lot in such Section shall be eligible to be a nominee. Subsequent to the Class A

Members obtaining a majority of the seats on the board of directors of Riverpointe of St. Lucie Property Owners Association, Inc., said board of directors shall thereafter elect, select or appoint the representative(s) for such Section to the Board of Directors of the Association.

All members of the Board of Directors of the Association must be Members of the Association. In the event of any vacancy on the Board of Directors of the Association prior to the expiration of the Director's term of office caused by death, resignation, failure to be a Member of the Association or otherwise, the Board of Directors of the Section which the Director represented shall appoint his or her replacement to the Board of Directors. Such replacement Director shall serve for the balance of the term of the prior Director. Notwithstanding the foregoing, with respect to Section VI, in the event any vacancy occurs on the Board of Directors with respect to any Director representing such Section, prior to the Class A Members of such Section controlling a majority of the seats on the board of directors of such Section, the Association shall call a special meeting of the Class A Members of such Section to elect a Director to fill the vacancy. Such election meeting shall be called and held in the same manner as described above for the annual election of Directors to the Board of Directors of the Association for Section VI prior to the Class A Members controlling the board of directors of Section VI. Subsequent to the Class A Members of Section VI controlling a majority of the seats on the board of directors for such Section, such board of directors shall be entitled to elect, designate or appoint a Director to fill any vacancy on the Board of Directors of the Association with respect to any Director representing such Section.

Each Section must designate its representative Director or Directors to the Board of Directors of the Association no later than the date of the annual meeting of the Association. Directors shall serve until the date of the next Annual Meeting of the Association provided, however, if their successor has not been duly elected, appointed or designated, the Director's term of office shall continue until his or her successor has been so duly elected, designated or appointed.

3. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties, as well as for injury or damage to his person or property caused by the fulfillment of the Director's duties or services for the Association.

4. Action Taken Without Meeting. Except as otherwise provided by applicable law as amended from time to time, the Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Unless otherwise provided by applicable law, as amended from time to time, any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

5. Recall. Notwithstanding the manner in which Directors are elected, appointed or designated to the Board of Directors, Directors may only be recalled from the Board of Directors in accordance with the procedures of Chapter 720, Florida Statutes, as renumbered or amended from time to time.

6. Conflict. In the event of any conflict between the provisions of the Articles of Incorporation and/or Bylaws of this Association and the governing documents of the condominium association or homeowners association of any Section concerning the election, selection, appointment or designation of the Board of Directors of the Association, the provisions of the Articles of Incorporation and Bylaws of this Association shall supersede and control.

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WITNESS my signature hereto this 21 day of January, 2005, at Fort Pierce, St. Lucie County, Florida.

THE SANDS COMMUNITY ASSOCIATION, INC.

William Medina  
Witness

BY: George Verdes (SEAL)  
President

John Vernalis  
Witness

ATTEST: [Signature] (SEAL)  
Secretary

STATE OF FLORIDA :

COUNTY OF ST. LUCIE:

The foregoing instrument was acknowledged before me this 21 day of January, 2005, by George Verdes and John Schwarz, as PRESIDENT and SECRETARY, respectively, of The Sands Community Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced Florida Driver's license identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

YVONNE SIMPSON  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD170779  
EXPIRES 12/10/2008  
BONDED THROUGH 1-888-NOTARY1

[Signature] (Signature)  
Yvonne Simpson (Print Name)  
Notary Public, State of Florida at Large