

**ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF CONWAY GROVES HOMEOWNERS ASSOCIATION**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

***ARTICLE I - NAME***

The name of the corporation is CONWAY GROVES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Corporation").

***ARTICLE II - ADOPTION AND TEXT OF AMENDMENTS***

All of the directors of the Corporation approved a resolution amending the Articles of Incorporation by written consent dated the 22nd day of August, 1996, in accordance with the provisions of Section 617.1002 of the Florida Statutes. The following is a true and correct copy of the resolutions amending the Articles of Incorporation:

**RESOLVED**, that the text of paragraph (a) of Article IV of the Articles of Incorporation of the Corporation is hereby deleted and the following is substituted therefor:

(a) exercise all of the powers, enforcement, rights and privileges and to perform all of the duties and obligations of the Association set forth in that certain Declaration of Protective Covenants and Restrictions, hereinafter called the "Declaration," recorded at Official Records Book 5022, Page 2003, Public Records of Orange County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length; the "Declarant" set forth in the Declaration is the Centex Real Estate Corporation, a Nevada corporation, now known as the 2728 Holding Corporation, a Nevada corporation, and is referred to throughout the remainder of these Articles as the "Declarant;"

**FURTHER RESOLVED**, that Article VI of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

ARTICLE VI - VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

A. Class A. Class A Members shall be all Owners other than the Declarant (for so long as Class B Membership shall exist). Class A Members shall be allocated one vote for each Lot owned by the Member.

B. Class B. Class B members shall be the Declarant or its assignee or successor who owns Lots (or Lots with Units that have never been occupied) and shall be entitled to three (3) votes for each unoccupied Lot owned by it. The Class B membership shall cease and be converted to Class A membership ninety (90) days after the conveyance of the Lot which causes the total votes outstanding in the Class A membership to equal the total votes outstanding in the Class B membership, or seven (7) years after conveyance of the first Lot by Declarant, or the Declarant elects, in its discretion, to cease and terminate its Class B member status, whichever occurs earlier.

**FURTHER RESOLVED**, that Article X of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

ARTICLE X - AMENDMENT

Subject to approval powers of the Department of Housing and Urban Development, Members holding at least two-thirds (2/3) of the votes in the Association (without regard to class) may change or amend any provision hereof either (1) by executing a written instrument setting forth such amendment, or (2) by voting to approve any such amendment at a regularly called meeting of the Members. A proposed amendment may be initiated by the Class B Member, the Association, or petition signed by ten percent (10%) of the Members. If a proposed amendment is to be adopted by vote, a written copy of the proposed amendment shall be furnished to each Owner at least thirty (30) days but not more than ninety (90) days prior to the meeting to discuss the proposed amendment. If adopted by vote, the affirmative vote required for adoption shall be two-thirds (2/3) of the votes of the Members (without regard to class) cast in person or by proxy at a meeting duly called, and the recorded certificate shall contain a recitation that notice was given as above set forth and said recitation shall be conclusive as to all parties, and all

parties of any nature whatsoever shall have full right to rely upon said recitation in such recorded certificate. The amendment shall be effective upon filing of the executed amendment with the office of the Secretary of State for the State of Florida.

Prior to the admission of any Class A Members, it is reserved to the Class B Member the absolute and unconditional right to alter, modify, change, revoke, rescind or cancel any or all of the restrictive covenants contained herein or in any subsequent Declaration; provided, however, that, in the event that the Department of Housing and Urban Development shall have approved an application for FHA or VA financing prior to any amendment which could be made solely by the Class B Member, the Class B Member's right hereunder shall be conditioned upon obtaining approval of such amendment from the Department of Housing and Urban Development.

**FURTHER RESOLVED**, that a new Article XVI is hereby added to the Articles of Incorporation as follows:

#### ARTICLE XVI

#### ASSOCIATION TURNOVER

Section 1. *Time of Turnover.* The Turnover of the Neighborhood Association by the Declarant shall occur at the Association Turnover Meeting described in Section 2 below, which meeting shall take place within sixty (60) days of the occurrence of the following events, whichever occurs earliest:

- (a) August 31, 2003;
- (b) Upon voluntary conversion to Class A membership by the Declarant; or,
- (c) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

The Declarant, or its successors or assigns, shall remain a member so long as it owns a Lot or Unit subject to this Declaration.

Section 2. *Procedure of Calling Association Turnover Meeting.* The purpose of the Association Turnover Meeting shall be to elect directors to the Association. No more than sixty (60) days and no less than thirty (30) days prior to the Turnover

meeting, the Association shall notify in writing all Members of the date, location, and purpose of the Turnover meeting.

- (a) *Procedure at the Association Turnover Meeting.* At the Association Turnover Meeting (whereupon the Class A Members are obligated to elect the Board of Directors and assume control of the Association), a special meeting (the "Association Turnover Meeting") of the membership shall be called in accordance with the provisions of the By-Laws for the calling of a special meeting of the membership. For the purpose of convening the Association Turnover Meeting, a quorum shall consist of at least 25% of the Members of each class of the membership. Among any other business to be presented at such meeting, nominations for places on the Board of Directors shall be taken from the floor and election of the Board of Directors shall be made therefrom. Each Member shall have one (1) vote for every place on the Board of Directors to be filled but shall be able to cast only one (1) vote for each position to be filled (by way of example, if three (3) positions on the Board of Directors are to be filled, and five (5) persons are nominated for the three (3) positions, then each Member shall have the ability to cast one (1) vote for any three (3) candidates).
  
- (b) *By Written Nomination and Written Ballot If The Association Turnover Meeting Fails For Lack Of Quorum.* If a quorum is not present at the Association Turnover Meeting, then, within fourteen (14) days after the time for the Association Turnover Meeting, the Association shall send written notice to each Member that a quorum was not present and that election of Directors shall proceed by written nomination and later by written ballot. In such notice, the Association shall solicit nominations for positions on the Board of Directors and shall require that such written nominations be received by the Association within fourteen (14) days of such notice. Thereafter, the Association shall prepare a written ballot of all persons nominated and shall send such ballot to each Member with notice that the ballot must be returned to and received by the Association within fourteen (14) days of the mailing of such ballot. Those candidates receiving the most votes shall be elected to the Board of Directors and shall take office within thirty (30) days thereafter (at which time all Declarant-appointed Directors shall resign). Such an election shall be valid and effective notwithstanding the receipt by the Association of votes of less Members than required for a quorum at any duly called

and authorized meeting, provided, however, that this provision shall apply only to the election of Directors at the time the Declarant turns control of the Neighborhood Association over to the Class A Members.

Section 3. *Procedure for Association Turnover Meeting.* The Association Turnover Meeting shall be conducted in accordance with the most recent revision of Robert's Rules of Order.

**ARTICLE III - MEMBERS CONSENT NOT REQUIRED**

At the time of this amendment there are no members of the Association whose approval is necessary to amend the Articles of Incorporation.

**ARTICLE IV - EFFECTIVE DATE OF AMENDMENT**

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 6 day of September, 1996.

CONWAY GROVES HOMEOWNERS  
ASSOCIATION, INC.

By:

Patrick J. Knight

Patrick J. Knight, President