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Palm Beach County, Florida
Sharon R. Bock, CLERK & COMPTROLLER
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This Instrument Prepared by and Should be Returned to:

Boca Raton Associates VI, LLLP
1600 Sawgrass Corporate Parkway, Suite 400
Sunrise, Florida 33323
Attn: Steven M. Helfman, Esq.

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**FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR THE BRIDGES HOMEOWNERS ASSOCIATION, INC.
(DOCUMENT NO. N1100005680)**

THIS FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION FOR THE BRIDGES HOMEOWNERS ASSOCIATION, INC. ("First Amendment") is made as of the 22nd day of July, 2015 THE BRIDGES HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation ("Association"), whose principal office is located at 1600 Sawgrass Corporate Parkway, Suite 400, Sunrise, Florida 33323.

WHEREAS, Declarant executed that certain Declaration of Covenants, Restrictions and Easements for The Bridges and recorded the same on August 31, 2012 in Official Records Book 25424, at Page 1008 (the "Original Declaration"), as amended by that certain First Amendment to Declaration of Covenants, Restrictions and Easements for The Bridges recorded April 23, 2015 in Official Records Book, 27484, at Page 1527, both of the Public Records of Palm Beach County, Florida (as so amended, collectively, the "Declaration"); and

WHEREAS, the Articles of Incorporation for the Association are attached as an exhibit to the Original Declaration (the "Articles");

WHEREAS, Article XIII, Section B of the Articles provides that prior to the Turnover Date these Articles may be amended by a majority vote of the Board at a duly called Board meeting, without the prior written consent of the Members;

WHEREAS, section 617.0821, Florida Statutes, provides, in relevant part that:

- (1) Unless the articles of incorporation or the bylaws provide otherwise, action required or permitted by this act to be taken at a board of directors' meeting... may be taken without a meeting if the action is taken by all members of the board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.
- (2) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.
- (3) A consent signed under this section has the effect of a meeting vote and may be

described as such in any document. (collectively, the “Unanimous Written Consent”); and

WHEREAS, the Board of Directors of the Association has approved this First Amendment at a properly noticed meeting of the Board held on July 22, 2015.

NOW, THEREFORE, the Association hereby declares that the Articles of Incorporation are hereby amended as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference. Unless otherwise defined herein, each capitalized term used herein, but not otherwise defined, shall have the same meaning as defined in the Declaration.

2. The following amendment is made to Article X of the Articles of Incorporation for The Bridges Homeowners Association, Inc.:

**FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE BRIDGES HOMEOWNERS ASSOCIATION, INC.**

*(new language shown by underline, deleted language shown by ~~strikeout~~,
“...” shows unaffected language)*

**ARTICLE X
BOARD OF DIRECTORS**

* * *

G. Upon the earlier to occur of the following events (“Declarant’s Resignation Event”), Declarant shall cause all of its designated Directors to resign:

* * *

2. When Declarant causes the voluntary resignation of all of the Directors designated by Declarant and does not designate replacement Directors.

Upon Declarant’s Resignation Event, the Directors elected by Purchaser Members shall elect a successor Director to fill the vacancy caused by the resignation or removal of Declarant’s designated Director. This successor Director shall serve until the next Annual Members’ Meeting and until his successor is elected and qualified. In the event Declarant’s Resignation Event occurs at or prior to the Initial Election Meeting, the Initial Election Meeting shall be called in the manner set forth herein, and all of the Directors shall be elected by the Purchaser Members at such meeting.

H. At each Annual Members’ Meeting held subsequent to Declarant’s Resignation Event, all of the Directors shall be elected by the Members (a “Member Elected Board”); provided, however, that no such election of a Member Elected Board shall be required to occur at an Annual Members’ Meeting occurring in the same calendar year as an election of an Initial

Elected Board notwithstanding anything to the contrary set out in the Bylaws or these Articles of Incorporation. The determination of whether the election of a Member Elected Board shall occur in the same calendar year as an Annual Members' Meeting shall be made by the Board. At the first Annual Members Meeting held after the Initial Election Meeting of a Member Elected Board, a "staggered" term of office of the Board shall be created as follows:

1. a number equal to fifty percent (50%) of the total number of Directors rounded up to the nearest whole number is the number of Directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and
2. the remaining Directors' terms of office shall be established at one (1) year.

At each Annual Members' Meeting thereafter, as many Directors of the Association shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years, expiring when their successors are duly elected and qualified.

* * *

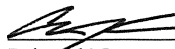
3. This First Amendment shall become effective upon recording amongst the Public Records of Palm Beach County, Florida. Except as modified by this First Amendment, the provisions of the Articles of Incorporation shall remain unchanged and in full force and effect. In the event any of the provisions of this ~~Second~~ ^{First} Amendment shall be deemed invalid by a court of competent jurisdiction, said judicial determination shall in no way affect any of the other provisions hereof or of the ~~Declaration~~ ^{Articles}, which shall remain in full force and effect, and any provisions of this ~~Second~~ ^{First} Amendment deemed invalid by a court of competent jurisdiction by virtue of the term or scope thereof shall be deemed limited to the maximum term and scope permitted by law.

IN WITNESS WHEREOF, this First Amendment has been signed by the Association on the respective dates set forth below.

ASSOCIATION:

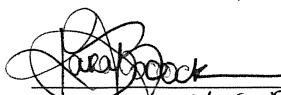
THE BRIDGES HOMEOWNERS
ASSOCIATION, INC., a Florida
corporation not for profit

WITNESSES:


Printed Name: C. RYAN Coates

By: 
Nicole Muscarella, President

[CORPORATE SEAL]


Printed Name: Kara Babcock

[Notary Page Follows]

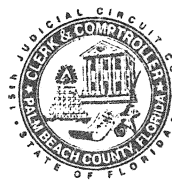
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 22nd day of July, 2015, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Nicole Muscarella, the President of THE BRIDGES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, freely and voluntarily under authority duly vested in her by said corporation. She is personally known to me.

Kathleen M Coffman
Notary Public, State of Florida at Large

Typed, Printed or Stamped Name of Notary Public

My Commission Expires:



STATE OF FLORIDA • PALM BEACH COUNTY

I hereby certify that the foregoing is a true copy of the record in my office with redactions, if any as required by law.

THIS 29 DAY OF July, 2015

SHARON R. BOCK
CLERK & COMPTROLLER

By [Signature]
DEPUTY CLERK