

**ARTICLES OF AMENDMENT
OF MARSH LAKE COMMUNITY ASSOCIATION, INC.**

The following provisions of the Articles of Incorporation of Marsh Lake Community Association, Inc., a Florida corporation filed in Tallahassee, Florida on December 1, 1987, be and they hereby are amended in the following particulars:

Article 11 shall be amended to read as follows:

ARTICLE XI

TYPES OF MEMBERSHIP

The corporation shall have four classes of membership as provided for in Article 6, Section 6.2 of the Declaration, which four types of membership shall be as follows:

Class "A" members shall be all those owners, other than Amelia Island Company, or its successors or assigns, ("Developer"), as long as Class D membership shall exist, of Estate Lots and Family Dwelling Units, as such terms are defined by the Declaration;

Class "B" members shall be all of those Owners, other than Developer as long as Class "D" membership shall exist, of Multi-Family Lots and the Owners of Dwelling Units located on Multi-Family lots as those terms are defined in the Declaration;

Class "C" members shall be owners of Commercial Parcels;

Class "D" members shall be the Developer or its successors or assigns.

Until such time as the Developer has conveyed to third parties, all the Lots, Commercial Parcels and Dwelling Units within the Marsh Lake Development, Class A, Class B and Class C members shall have no voting rights except as to matters specifically set forth herein and except for altering or amending the Articles of Incorporation or Bylaws of the Association, which rights shall be as provided in the Articles of Incorporation. Thereafter, voting rights shall be as follows:

(a) Each Class A member shall have one vote on all matters to come before the Association;

(b) Class B membership shall be entitled to 21 votes. Each Class B member owning a Multi-Family lot shall have .2916 votes for each Dwelling Unit that may be constructed thereon pursuant to the Marsh Lake PUD zoning in effect as of December 4, 1987. Provided, however, no owners, a lineal ascendent or descendent of such owner, nor brother or sister of such owner or person related to such owner by common ownership in any property subject to the Declaration of Covenants, Conditions, Easements and Restrictions for Marsh Lakes ("Declaration"), shall hold more than ten (10) votes.

(c) The Class C Member who owns the restaurant tract as noted on Exhibit B to the Declaration shall have one vote for each 3,000 square feet (not counting fractional portions thereof) of heated and cooled floor space contained within permanent improvements located on the restaurant tract or if such restaurant tract is unimproved, there shall be one vote for each 3,000 square feet (not counting fractional portions thereof) of heated and cooled air space that may be constructed on the restaurant tract pursuant to the PUD zoning in effect as of December 4, 1987, the date that the Declaration was recorded. Provided, however, the votes for the Class C member shall not be more than five.

(d) The owner of the office and retail tracts as shown on Exhibit B to the Declaration shall have total of 9 votes. Each office and retail owner shall have .2812 vote for each 3,000 square feet (not counting fractional portions thereof) of heated and cooled floor space contained within permanent improvements located on the office and retail tracts or if such office and retail tracts are unimproved there shall be .2812 vote(s) for each 3,000 square feet (not counting fractional portions thereof) of heated and cooled air space that may be constructed thereon pursuant to the PUD zoning in effect on December 4, 1987.

(e) The PUD zoning for the Multi-Family, Office, Retail and Restaurant tracts referenced on Exhibit B to the Declaration may be changed or modified from time to time, however, the maximum votes which may be allocated to the Multi-Family Tract are 21, the maximum votes which may be allocated to the office tracts are 2, the maximum votes which may be allocated to the retail tracts are 7, and the maximum votes which may be allocated to the restaurant tract are 5 votes. If the Restaurant, Multi-Family, Office and Retail Tracts have a use under a modified PUD zoning ordinance for such tracts which is different than the PUD zoning ordinance for Marsh Lake in effect as of December 4, 1987, (i.e., changing the Restaurant, Multi-Family, Office and Retail Use to single family) then the total number of votes allocated to the Restaurant, Multi-Family, Office and Retail Tracts shall remain the same and shall be allocated on a prorata basis to the amended heated and cooled square feet or residential units which can be constructed thereon, if any.

The foregoing amendments were adopted by the members of the Corporation according to Article X of the Articles of Incorporation for the Corporation on June 29, 1988.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 29th day of June, 1989.

Witnesses:

MARSH LAKE COMMUNITY ASSOCIATION, INC.

Margaret Ann Wood
Judith M. Johnson

By: [Signature]
President

By: [Signature]
Secretary

STATE OF FLORIDA)
COUNTY OF DUVAL)

Before me, the undersigned authority, personally appeared James M. Rester AND Jack B. Healan, Jr., known to me to be the persons executing the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 29th day of June, 1989.

Margaret Ann Wood
Notary Public, State of Florida

My Commission expires:

(SEAL)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 8, 1992
BORED THRU GENERAL INS. USD.

EML
00052

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of MARSH LAKE COMMUNITY ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on December 1, 1987, as shown by the records of this office.

The document number of this corporation is N23671.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
1st day of December, 1987.



A handwritten signature in cursive script that reads "Jim Smith".

Jim Smith
Secretary of State

FILED
1997 DEC - 1 AM 12: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARSH LAKE COMMUNITY ASSOCIATION, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: "Marsh Lake Community Association, Inc."

ARTICLE II

PURPOSES

The corporation is a corporation not for profit, the purpose of which is to own, operate, maintain, supervise, and administer certain Common Properties and other property for the use and benefit of, and to provide common services to the owners of real property located within Marsh Lake Development, in Nassau County, Florida, as provided for in the "Declaration of Covenants, Conditions, Easements and Restrictions for Marsh Lakes", Nassau County, Florida (hereafter called "Declaration") which shall be filed in the office of the Clerk of Circuit Court for Nassau County, Florida, after these Articles of Incorporation have been approved by the Department of State. In order to carry out these purposes the corporation shall be authorized to set and collect assessments and to perform all of the functions set forth in the Declaration, and to have all of the powers permitted by the laws of the State of Florida.

ARTICLE III

MEMBERSHIP

Every owner of real property located within the Marsh Lake Development as described in said Declaration shall be a member of the corporation, and Amelia Island Comany, a Delaware corporation qualified to do business in Florida, its successors or assigns, shall be a member of the corporation. Amelia Island Company, its successors or assigns, shall be admitted as a member automatically upon the approval by the Department of State of these Articles of Incorporation, and each owner of real property located within Marsh Lake Development shall automatically be admitted as a member upon obtaining an interest in such property.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

James M. Rester	Amelia Island Plantaion Amelia Island, Florida
Jack B. Healan, Jr.	Amelia Island Plantation Amelia Island, Florida
Townsend P. Clarkson	3165 S. Fletcher Avenue Villa #4 Fernandina Beach, FL 32034

ARTICLE VI

OFFICERS

The affairs of the corporation are to be managed by the president, vice-president, secretary and treasurer who shall be elected at the first meeting of members to be held as soon as practicable after the granting of approval of these Articles of Incorporation by the Department of State.

ARTICLE VII

INITIAL OFFICERS

The names and addresses of the initial officers of the corporation who are to serve until the first election of officers of the corporation are as follows:

President: James M. Rester
Amelia Island Plantation
Amelia Island, FL 32034

Vice-President: Townsend P. Clarkson
3165 S. Fletcher Avenue
Villa #4
Fernandina Beach, FL 32034

Secretary: Jack B. Healan, Jr.
Amelia Island Plantation
Amelia Island, FL 32034

Treasurer: Townsend P. Clarkson
Amelia Island Plantation
Amelia Island, FL 32034

ARTICLE VIII

INITIAL DIRECTORS

The Initial Board of Directors of the Corporation shall consist

of five persons who shall serve until the first election of directors by the members of the corporation. The names and addresses of the persons so serving as directors of the corporation are:

James M. Rester
Amelia Island Plantation
Amelia Island, FL 32034

Jack B. Healan, Jr.
Amelia Island Plantation
Amelia Island, FL 32034

Townsend P. Clarkson
3165 S. Fletcher Avenue
Villa #4
Fernandina Beach, FL 32034

William Moore
11 Marsh View Lane
Fernandina Beach, FL 32034

Allan K. Andreason
1834 S. Fletcher Avenue
Fernandina Beach, FL 32034

ARTICLE IX

BY-LAWS

The By-Laws of the corporation are to be made by the members of the corporation and only the members shall have the power to alter or rescind the By-Laws of the corporation.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the members of the corporation. To be adopted an amendment must be approved by three-fourths (3/4) of the votes cast at a duly held meeting of the corporation.

ARTICLE XI

TYPES OF MEMBERSHIP

The corporation shall have four classes of membership as provided for in Article 6, Section 6.2 of the Declaration, which four types of membership shall be as follows:

Class "A" members shall be all those owners, other than Amelia Island Company, or its successors or assigns, ("Developer"), as long as Class D membership shall exist, of Estate Lots and Family Dwelling Units, as such terms are defined by the Declaration;

Class "B" members shall be all of those Owners, other than Developer as long as Class "D" membership shall exist, of Multi-Family Lots and the Owners, other than Developer as long as Class "D" membership shall exist, of Dwelling Units located on Multi-Family lots as those terms are defined in the Declaration;

Class "C" members shall be the owners of Commercial Parcels; and

The Class "D" member shall be the Developer or its successors or assigns.

Until such time as the Developer has conveyed to third parties, all the Lots, Commercial Parcels and Dwelling Units within the Marsh Lake Development, Class A, Class B and Class C members shall have no voting rights except as to matters specifically set forth herein and except for altering or amending the Articles of Incorporation or Bylaws of the Association, which rights shall be as provided in the Articles of Incorporation. Thereafter, voting rights shall be as follows:

(a) Each Class A member shall have one vote on all matters to come before the Association;

(b) Each Class B member owning a Multi-family lot shall have one vote for each Dwelling Unit that may be constructed thereon pursuant to the Marsh Lake PUD zoning; and each Class B member owning a Dwelling Unit shall have one vote for each Dwelling Unit owned; and

(c) Each Class C member shall have one vote for each 3,000 square feet (not counting fractional portions thereof) of heated and cooled floor space contained within permanent improvements located on such member's property; or if the member's parcel is unimproved, he shall have one vote for each 3,000 square feet (not counting fractional portions thereof) of heated and cooled airspace that may be constructed thereon pursuant to the P.U.D. zoning in effect.

ARTICLE XII

DISSOLUTION

The Association may be dissolved upon written assent signed by members holding not less than sixty-seven percent (67%) of the total number of votes of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused

acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, as the incorporator of this Association, have executed these Articles of Incorporation this 6th day of November, 1987.

[Signature]

Incorporator, James M. Rester

[Signature]

Incorporator, Jack B. Healan, Jr.

[Signature]

Incorporator, Townsend P. Clarkson

STATE OF FLORIDA
COUNTY OF Nassau

Before me, the undersigned authority, personally appeared Jack B. Healan, Jr., James M. Rester, Townsend P. Clarkson who after being duly sworn, acknowledge that they executed the foregoing Articles of Incorporation for the purposes therein expressed this 6th day of November, 1987.

[Signature]

Notary Public (Seal)

My Commission Expires:
10/23/90 :

FILED
1987 DEC -1 AM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

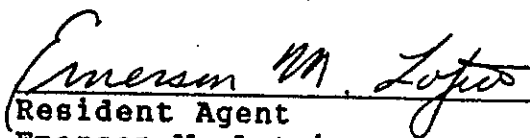
STATE OF FLORIDA)
COUNTY OF DUVAL)

DESIGNATION OF PLACE OF BUSINESS AND
APPOINTMENT OF RESIDENT AGENT FOR
SERVICE OF PROCESS IN FLORIDA

The place of business for Marsh Lake Community Association, Inc. is hereby designated as being in the offices of Amelia Island Company, Amelia Island Plantation, Amelia Island, Florida 32034, at which office or place of business service of process may be made upon said corporation. The name of the resident agent of Marsh Lake Community Association, Inc. upon whom process may be served at 200 Laura Street, Jacksonville, Florida 32202, is Emerson M. Lotzia, Esquire.

The undersigned having been designated as Agent for the service of process within the State of Florida upon Marsh Lake Community Association, Inc., at the address above designated does hereby accept the appointment as such Agent for said corporation.

IN WITNESS WHEREOF, Emerson M. Lotzia, has signed this certificate this 30 day of November, 1987.



Resident Agent
Emerson M. Lotzia

The foregoing instrument was acknowledged before me this 30th day of November, 1987.



Notary Public

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires July 15, 1988