

[Conformed copy of Articles of Incorporation of Sawgrass Association, Inc., filed September 17, 1973, at 5:28 P.M., with Secretary of State, State of Florida]

ARTICLES OF INCORPORATION

OF

SAWGRASS ASSOCIATION, INC.

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, Florida Statutes, hereby make, subscribe and acknowledge these Articles of Incorporation.

I.

The name of the corporation is SAWGRASS ASSOCIATION, INC.

II.

This corporation is organized as a nonprofit corporation in accordance with the provisions of Chapter 617, Part I, Florida Statutes, for the following purposes:

(a) To promote the well being of, and to enhance and protect the value of the property owned by, members of this corporation owning portions of the real property located in St. Johns County, Florida, more particularly described in Exhibit A attached hereto (the "Sawgrass Property"), including without limitation, to endeavor to see that adequate police and fire protection, garbage and trash removal, and other conveniences and utilities services are furnished and/or made available to said property of the members; to provide for the maintenance, improvement, operation and beautification of roadways, entrance ways, lakes, ponds, and other common areas located on the Sawgrass Property utilized in common by residents and other owners of portions of the Sawgrass Property; to coordinate activities of condominium associations operating condominium regimes established by Declarations of Condominium filed with respect to portions of the Sawgrass Property and to enforce the obligations of such condominium associations; and to engage in such other activities as may be to the benefit of the owners of portions of the Sawgrass Property.

(b) For and in furtherance of the purposes specified herein, to enter into, make, perform, and carry out contracts of every kind, with any person, firm, association or corporation, and to do any acts necessary or expedient for carrying on any or all of such purposes of this corporation not forbidden by the laws of the State of Florida and to have any and all of the powers conferred upon corporations not-for-profit by the laws of the State of Florida. The enumeration of specific purposes and powers in paragraph (a) above shall not be deemed to limit the generality of the purposes and powers of this corporation.

III.

The two classes of members of this corporation, their qualifications, manner of their admission and the voting rights of such members, are as follows:

(a) Charter Members: The Charter members of this corporation shall be:

James R. Stockton, Jr.  
Robert F. Bartlett  
Robert S. Maerz  
Harold J. Staub

together with such other persons who from time to time shall be elected as Charter members by a majority vote of the persons then comprising the Charter members and who shall meet such qualifications as the Board of Directors of this corporation may prescribe from time to time.

(b) Resident Members. Resident members of this corporation shall consist of persons, firms or corporations owning condominium parcels within any condominium regime established by any Declaration of Condominium filed with respect to any portion of the Sawgrass Property and those persons, firms or corporations owning any subdivided lot located within the Sawgrass Property. Each such person, upon acquisition of title to such condominium parcel or lot, shall automatically become a Resident member of this corporation. Where two or more persons are the joint owners of such condominium parcel or lot, one and only one of such persons, who shall be designated by all of such joint owners, shall become such Resident member. Where a corporation owns such condominium parcel or lot, one representative of such corporation shall be designated to be a Resident member. Membership of a Resident member shall automatically terminate at such time that the Resident member ceases to own a condominium parcel or lot within the Sawgrass Property.

(c) Rights of Members. Until such time as these Articles of Incorporation and the by-laws have been duly amended, only Charter members shall be entitled to vote for the election of directors of this corporation and upon any other matters which require or permit a vote of the members, and each of such Charter members shall be entitled to one vote.

#### IV.

The term for which this corporation is to exist is perpetual.

#### V.

The names and residences of the subscribers are:

<u>NAME</u>	<u>RESIDENCE</u>
James R. Stockton, Jr.	404 Ponte Vedra Boulevard Ponte Vedra Beach, Florida 32082
Robert F. Bartlett	4535 Huntington Road Jacksonville, Florida 32210
Robert S. Maerz	7678 Hollyridge Circle Jacksonville, Florida 32216
Harold J. Staub	10116 Deerwood Club Road Jacksonville, Florida 32216

#### VI.

The affairs of the corporation are to be managed by a President, one or more Vice-Presidents, a Treasurer, a Secretary and such other officers as the by-laws of the corporation may provide for from time to time.

#### VII.

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and by-laws are:

<u>NAME</u>	<u>OFFICER</u>
James R. Stockton, Jr.	President
Robert F. Bartlett	Secretary/Treasurer
Robert S. Maerz	Vice President
Harold J. Staub	Vice President

The foregoing shall hold office until the first meeting of the Board of Directors. Commencing with the first meeting of the Board of Directors, such officers will be elected annually by the Board of Directors to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualified. In the event of a vacancy in any such office, such vacancy shall be filled by a majority of the Board of Directors, even though less than a quorum.

VIII.

The corporation shall be governed by a Board of Directors, the number of which shall be fixed by the by-laws but in no event shall the number be less than one (1). The initial Board of Directors shall consist of four (4) members but may be increased or decreased as provided in the by-laws up to the maximum number provided for in the by-laws, but never less than one (1). The names and addresses of the persons who are to serve as the directors until the first election thereof at the annual meeting of the members are:

<u>NAME</u>	<u>ADDRESS</u>
James R. Stockton, Jr.	404 Ponte Vedra Boulevard Ponte Vedra Beach, FL 32082
Robert F. Bartlett	4535 Huntington Road Jacksonville, Florida 32210
Robert S. Maerz	7678 Hollyridge Circle Jacksonville, Florida 32216
Harold J. Staub	10116 Deerwood Club Road Jacksonville, Florida 32216

At the annual meeting of the members to be held in 1975 and annually thereafter, the directors of the corporation will be elected by the Charter members to hold office in each instance until the next annual meeting of the members or until their successors are duly elected and qualified. In the event of a vacancy in the Board of Directors, such vacancy shall be filled by a majority of the Board of Directors, even though less than a quorum. The person filling such vacancy shall serve until his successor is duly elected and qualified.

IX.

The by-laws of the corporation shall be adopted by the Board of Directors and shall be amended, altered or rescinded as provided for therein.

X.

Amendments to these Articles of Incorporation may be proposed and adopted in the manner set forth in the by-laws of the corporation and all rights conferred upon members herein are granted subject to this reservation and its lawful exercise.

XI.

This corporation shall never have or issue shares of stock.

XII.

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including

amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of having been directors or officers or a director or officer of the corporation, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, by-law, agreement, vote of members or otherwise.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4th day of September 1973.

/s/ James R. Stockton, Jr.  
James R. Stockton, Jr.

/s/ Harold J. Staub  
Harold J. Staub

/s/ Robert F. Bartlett  
Robert F. Bartlett

/s/ Robert S. Maerz  
Robert S. Maerz

STATE OF FLORIDA

COUNTY OF ST. JOHNS

Before me personally appeared JAMES R. STOCKTON, JR., and HAROLD J. STAUB, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation of SAWGRASS ASSOCIATION, INC., and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of August, 1973.

/s/ Martha C. Bowles  
Notary Public, State of Florida  
at Large

My commission expires: 6/27/75

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared ROBERT F. BARTLETT and ROBERT S. MAERZ, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation of SAWGRASS ASSOCIATION, INC., and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 4th day of September 1973.

/s/Marianne Linkerman  
Notary Public, State of Florida  
at Large.

My commission expires: 2/27/74

EXHIBIT A

Articles of Incorporation  
Sawgrass Association, Inc.

PARCEL A:

A part of Government Lots 4, 5, 6 and 9; and all of Government Lots 7 and 8, Section 34, Township 3 South, Range 29 East; together with part of Government Lot 1, Section 35, Township 3 South, Range 29 East, and part of Government Lots 1, 2 and 3, Section 2, Township 4 South, Range 29 East; and a part of the East 1/2 of the West 1/2 and all of the East 1/2 of Section 3, Township 4 South, Range 29 East; and part of Government Lots 2, 3, 7, 9 and 10 and all of Government Lots 1 and 8, Section 10, Township 4 South, Range 29 East; and a part of Government Lots 1, 2, 3, 4 and 5, Section 11, Township 4 South, Range 29 East; and a part of the North 600 feet of the Moses E. Levy Grant, Section 45, Township 4 South, Range 29 East, St. Johns County, Florida, and all being more particularly described as follows:

Commence at the point common to Section 34, 42, 46, 47, 51 and 52, Township 3 South, Range 29 East, for the point of beginning.

From the point of beginning thus described thence run North 83°30'30" East, a distance of 1947.30 feet to the Southwest corner of Section 44, Township 3 South, Range 29 East; thence run North 84°13'31" East along the Southerly boundary of said Section 44, a distance of 1276.64 feet to the Southeast corner of said Section 44; thence South 05°04'37" East along the Southerly prolongation of the Easterly boundary of said Section 44, a distance of 91.18 feet to a point in the Westerly prolongation of the Northerly boundary of Lot 8, Block S-2 as shown on map of Ponte Vedra as recorded in Map Book 10, Page 1 of the public records of said St. Johns County; thence run North 76°13'23" East along said Westerly prolongation, a distance of 721.98 feet to an intersection with the Westerly right-of-way line of State Road 203 as now established for a width of 66 feet; thence run South 13°47'37" East along said Westerly right-of-way line, a distance of 149.67 feet; thence continuing along said Westerly right-of-way line run South 12°25'19" East, a distance of 3264.68 feet, more or less, to an intersection with the Southerly line of those lands described as Tract 4 in Deed recorded in Official Records Volume 195, Page 420, of the public records of St. Johns County, Florida; thence run South 77°34'41" West a distance of 220 feet; thence run Southerly as follows: course 1, South 05°59'08" East, 80.07 feet; course 2, South 36°44'17" East, 330.89 feet; course 3, South 31°28'46" East, 157.33 feet to the Westerly right-of-way line of said State Road 203; course 4, South 12°25'19" East along said Westerly right-of-way line, 1069.41 feet; course 5, South 12°28'49" East along said Westerly right-of-way line, 259.45 feet; course 6, South 53°58'16" West, 90.45 feet; course 7, South 15°23'13" East, 105.28; course 8, South 27°31'38" West 318.45 feet; course 9, South 31°53'51" East, 195.66 feet; course 10, South 00°38'21" East, 266.07 feet; course 11, South 30°23'30" East, 298.34 feet; course 12, South 42°01'39" East, 242.48 feet; course 13, North 64°30'52" East, 62.20 feet to a point on the Westerly right-of-way line of said State Road 203; course 14, South 12°29'19" East continuing along said Westerly right-of-way line, 307.35 feet; course 15, South 12°48'55" East continuing along said Westerly right-of-way line, 759.23 feet; course 16, South 14°27'14" West, 357.86 feet; course 17, South 69°04'45" West, 182.73 feet; course 18, South 05°13'44 East, 335.06 feet; course 19, South 59°42'00" West, 119.71 feet; course 20, South 24°42'57" West, 244.65 feet; course 21, South 10°47'48" West, 181.99 feet; course 22, South 07°25'01" East, 248.04 feet; course 23, South 58°19'30" East, 189.66 feet; course 24, South 06°32'41" West, 412.34 feet; course 25,



South 11°46'48" East, 166.24 feet; course 26, South 05°34'38" East, 101.55 feet; course 27, South 57°35'07" East, 9.28 feet to the point of beginning of lands described in deed recorded in Official Records Volume 214, Page 663 of said County; course 28, South 77°07'05" West, 532.94 feet; course 29, North 31°35'41" West, 53.79 feet; course 30, North 83°08'51" West, 188.95 feet; course 31, South 71°37'40" West, 236.58 feet; course 32, South 17°27'29" East, 160.65 feet; course 33, South 47°02'58" East; 143.59 feet; course 34, South 32°34'28" East, 473.76 feet; course 35, North 86°23'44" East, 176.81 feet; course 36, South 11°09'05" East, 373.15 feet; course 37, South 23°12'34" East, 335.25 feet; course 38, South 45°56'14" East, 37.01 feet to a concrete monument on the line dividing Section 11 and 45, Township 4 South, Range 29 East; course 39, North 71°17'11" East, 240.45 feet, course 40, North 74°18'16" East, 158.09 feet; course 41, South 12°34'56" West, 329.95 feet; course 42, North 59°50'51" East, 222.79 feet; course 43, North 71°28'34" East, 31.26 feet; course 44, North 64°35'35" East, 440.88 feet; course 45, South 30°46'30" East, 282.64 feet; course 46, South 10°54'25" West, a distance of 141.05 feet to the South line of the North 600 feet of the Moses E. Levy Grant, Section 45, Township 4 South, Range 29 East; thence South 70°53'37" West along said South line of the North 600 feet of the Moses E. Levy Grant a distance of 2415.86 feet to a point; said point lying in a curve in the Easterly right-of-way line of State Road A-1-A as now established for a width of 200 feet said curve being concave to the Southwest and having a radius of 2964.93 feet and a central angle of 12°24'00"; thence Northwesterly along said curve an arc distance of 26.95 feet to the point of tangency, said curve being subtended by a chord bearing of North 50°38'17" West and a chord distance of 26.95 feet; thence North 50°53'55" West along said Easterly right-of-way line of State Road A-1-A, a distance of 1899.82 feet to the point of curvature of a curve to the right, said curve being concave to the Northeast and having a radius of 1810.08 feet and a central angle of 25°09'10"; thence Northwesterly along said curve an arc distance of 794.62 feet to the point of tangency, said curve being subtended by chord bearing of North 38°19'20" West and a chord distance of 788.26 feet; thence North 25°44'45" West along said Easterly right-of-way line, a distance of 2951.04 feet to the point of curvature of a curve to the right, said curve being concave to the Northeast, having a radius of 2764.93 feet and a central angle of 18°34'55"; thence run Northwesterly along said curve an arc distance of 896.71 feet to the point of tangency of said curve, said arc being subtended by a chord bearing of North 16°27'18" West and a chord distance of 892.79 feet; thence North 07°09'50" West along said Easterly right-of-way line, a distance of 4560.18 feet to the point of curvature of a curve to the right, said curve being concave to the East, having a radius of 2764.93 feet and a central angle of 14°19'44"; thence Northerly along said curve an arc distance of 691.47 feet to the point of tangency, said curve being subtended by a chord bearing of North 00°00'02" East and a chord distance of 689.67 feet; thence run North 07°09'54" East along said Easterly right-of-way line a distance of 973.53 feet to the point of curvature of a curve to the left, said curve being concave to the Northwest, having a radius of 3919.83 feet and a central angle of 06°29'44"; thence Northeasterly along and with the arc of said curve through a central angle of 03°54'57", an arc distance of 267.90 feet, said arc being subtended by a chord bearing of North 05°06'52" East and a chord distance of 267.85 feet; thence run North 83°30'30" East, a distance of 23.25 feet to the point of beginning.

Containing 1126.84 acres, more or less.

PARCEL B:

A part of Government Lot 9, lying Southwest of State Road Number A-1-A, a 200 foot right-of-way as now established, lying

in Section 10, Township 4 South, Range 29 East, St. Johns County, Florida, and being more particularly described as follows:

Beginning at the intersection of the Southeasterly line of Section 10 and Government Lot 9 with Southwesterly right-of-way line of State Road A-1-A, a 200 foot right-of-way as now established; thence North  $50^{\circ}53'55''$  West along the Southwesterly right-of-way line of State Road A-1-A, a distance of 720.12 feet to a point in the Westerly line of said Government Lot 9; thence South  $01^{\circ}24'14''$  East along said Westerly line of Government Lot 9; a distance of 642.50 feet to the Southwest corner of said Government Lot 9; thence North  $70^{\circ}53'37''$  East along the aforementioned Southeasterly line of Government Lots 9 and the Southeasterly line of Section 10, a distance of 574.76 feet to the point of beginning.

Containing 4.04 acres, more or less.

PARCEL C:

A portion of Section 35, Township 3 South, Range 29 East, and Section 2, Township 4 South, Range 29 East, St. Johns County, Florida, and being more particularly described as follows:

For point of reference, commence at the intersection of the Easterly right-of-way line of Florida State Road No. 203, a 66 foot right-of-way as now established, with the dividing line of said Section 35, Township 3 South, Range 29 East and Section 2, Township 4 South, Range 29 East; run thence North  $12^{\circ}25'19''$  West along said Easterly right-of-way line parallel with and 33 feet Easterly, measured at right angles, from the center-line of the pavement of said Florida State Road No. 203, a distance of 681.77 feet to the point of beginning.

From the point of beginning thus described, return South  $12^{\circ}25'19''$  East along said Easterly right-of-way line, a distance of 1600 feet; thence North  $77^{\circ}34'41''$  East, a distance of 302.00 feet, more or less, to the Atlantic Ocean, run thence Northwesterly along said Atlantic Ocean, a distance of 1600 feet, more or less, to a line which bears North  $77^{\circ}34'41''$  East from the point of beginning; run thence South  $77^{\circ}34'41''$  West, a distance of 300.00 feet, more or less, to the point of beginning.

Containing 11.05 acres, more or less.

[Conformed copy of First Amendment to Articles of Incorporation of Sawgrass Association, Inc., filed June 28, 1977, at 4:22 P.M., with Secretary of State, State of Florida]

FIRST AMENDMENT TO ARTICLES OF  
INCORPORATION OF SAWGRASS ASSOCIATION, INC.

We, the undersigned President and Secretary of Sawgrass Association, Inc. do hereby certify that the following amendment was adopted by unanimous vote of the charter members of the corporation and the following officers and directors elected at a meeting held on November 6, 1975 at 2:00 P.M.

RESOLVED, that Article III(a) of the Articles of Incorporation be amended as follows:

"(a) Charter Members. The charter members of this corporation shall be:

Harvey G. Ziegler, Jr.	George Nuzum
G. W. Whitmire	Harold J. Staub
John Traylor	

together with such other persons who from time to time shall be elected as charter members by a majority vote of the persons then comprising the charter members and who shall meet such qualifications as the Board of Directors of this corporation may prescribe from time to time."

Upon motion duly made and unanimously adopted, the following persons were elected to serve in the capacity indicated until their successors are duly elected and qualified:

Harvey G. Ziegler, Jr.	Director, President
George Nuzum	Director, Secretary
G. W. Whitmire	Director, Vice President
Harold J. Staub	Director, Vice President
John Traylor	Director, Treasurer

all of:

200 W. Forsyth St.  
Jacksonville, FL 32202

Witnesses:

SAWGRASS ASSOCIATION, INC.

/s/ Pamela G. Solomon

By: /s/ Harvey G. Ziegler, Jr.  
Its President

/s/ Cindy A. Emery

Attest: /s/ George C. Nuzum, Jr.  
Its Secretary

STATE OF FLORIDA )

COUNTY OF DUVAL )

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared H. G. ZIEGLER, JR. and GEORGE C. NUZUM, JR. to me known to be the President and Secretary respectively of SAWGRASS ASSOCIATION, INC. the corporation in whose name the foregoing instrument was executed, and that they severally acknowledged executing the same as such officers of such corporation 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 aforesaid this 6th day of June, 1977.

/s/ Barbara Hamilton  
Notary Public

My Commission expires: 1/3/81

[Conformed copy of Second Amendment to Articles of Incorporation of Sawgrass, Inc., filed on December 18, 1978, with Secretary of State, State of Florida]

SECOND AMENDMENT TO ARTICLES OF INCORPORATION

OF

SAWGRASS ASSOCIATION, INC.

WE THE UNDERSIGNED, President and Secretary of Sawgrass Association, Inc., do hereby certify that the following amendment was adopted by majority vote of the Charter Members of the corporation at a meeting held on May 11, 1978, pursuant to the provisions of Article VIII of the By-Laws of the Association.

Lines one through five paragraph (a) of Article II are hereby amended to read as follows:

"(a) To promote the well-being of, and to enhance and protect the value of the property owned by members of this corporation owning portions of the real property located in St. Johns County, Florida, comprising property located within the Sawgrass General Plan of Development as described in the Restated Declaration of Covenants re Assessments to be recorded in the public records of St. Johns County, Florida ("Restated Declaration") (hereinafter called "Sawgrass Property") including . . ."

1. Article III is hereby amended in its entirety to read as follows:

III

"The two classes of members of this corporation, their qualifications, manner of their admission and the voting rights of such members, are as follows:

(a) Charter Members. The Charter Members shall be Arvida Corporation, a Delaware corporation, and Sawgrass Properties, Inc., and Arvida Resort Communities, Inc., or their designees, successors or assignees, as Developer of Sawgrass.

(b) Resident Members. Resident Members shall consist of persons, firms or corporations, other than Charter Members, who are owners of residential property including but not limited to property intended for use or used as single family detached dwellings, patio houses, condominium units, townhouse units, cooperative apartment units, or apartment units, whether improved or unimproved, located within the Property as defined in the Restated Declaration and located within property subject to the Sawgrass Declaration of Covenants re Assessments as recorded in Official Records Book 239, page 229, and Official Records Book 246, page 424, current public records of St. John's County, Florida ("Original Declaration"). Owners of residential property as described above shall automatically become Resident Members upon purchase of such residential property. Membership of a Resident Member shall automatically terminate at such time as such Resident Member ceases to own a Residential Dwelling Unit or Residential Unimproved Lot, as defined in the Restated Declaration.

(c) Voting Rights. (i) Resident Members, except those owning property subject to the Original Declaration, shall be entitled to one vote for each Residential Dwelling Unit owned or Residential Unimproved Lot owned. Where two or more persons are the joint owners of Residential Dwelling Units or Residential Unimproved Lots, one and only one of

such persons, who shall be designated by all of such joint owners, shall become such Resident Member entitled to vote. Where a corporation owns such Residential Dwelling Unit or Residential Unimproved Lot, one representative of such corporation shall be designated to be a Resident Member. Membership of a Resident Member shall automatically terminate at such time that the Resident Member ceases to own a Residential Dwelling Unit or Residential Unimproved Lot.

(ii) Charter Members shall have a number of votes in the Association equal to the number of Resident Member votes plus one vote.

(iii) At such time as the Charter Members shall own less than two (2) acres of Residential Acreage, as defined in the Restated Declaration improved or unimproved, the Charter Members shall retain one vote as an incident to its ownership of such property, and thereafter shall be entitled to retain one vote so long as it owns any of the property comprising the Sawgrass General Plan of Development, including Commercial Property, as defined in the Restated Declaration.

(d) Notwithstanding anything contained herein to the contrary, it is intended that only those Resident Members owning the Property, as defined in the Restated Declaration shall be Resident Members of the Association entitled to vote. Other Resident Members, owning property subject to the Original Declaration, shall be entitled to Resident Membership in the Association but shall not be entitled to vote. At such time as one hundred (100%) percent of such Resident Members who are owners of Residential Dwelling Units within an established condominium regime or are owners of Residential Unimproved Lots, in any established subdivision, subject to the Original Declaration consent in writing to become subject to this Restated Declaration by filing a supplementary declaration as provided in Article II of the Restated Declaration, such Resident Members in such respective condominium regime or subdivision shall be entitled to be voting Resident Members of the Association.

2. Article VIII is hereby amended in its entirety to read as follows:

#### VIII

"The Corporation shall be managed by a Board of Directors consisting of five (5) members, but may be increased or decreased as provided in the By-Laws up to the maximum number provided for in the By-Laws, but never less than one (1). The Directors appointed by the Charter Members may, but need not be Members of the corporation and need not be residents of the state of Florida. The Directors elected by the Resident Members must be Resident Members of the corporation owning Property as defined in the Restated Declaration. The Charter Members shall have the right to elect a majority of the Board of Directors as described in the By-Laws; thereafter the Charter Members shall appoint one (1) director so long as the Charter Members own any property within the property comprising the Sawgrass General Plan of Development, including Commercial Property and the remaining directors shall be elected by the Resident Members as provided in the By-Laws.

The Board of Directors shall serve until their successors are duly elected and qualified or until removed from office with or without cause by the affirmative vote of the majority of the Members which elected or appointed them. In the event of a vacancy on the Board of Directors, such vacancy shall be filled by a majority of the members of the Board of Directors who appointed or elected them. The person filling such vacancy shall serve until his successor is duly elected

and qualified. In no event can a Board Member appointed by the Charter Members be removed except by action of the Charter Members nor can a Board member elected by Resident Members be removed except by action of the Resident Members."

3. Except as modified herein the Articles of Incorporation shall remain in full force and effect as written.

WITNESSES

SAWGRASS ASSOCIATION, INC.

/s/ T. J. Pentecost

By: /S/ Peter S. Rummell  
Vice President

/s/ Virginia S. Whelchel

Attest: /s/ Thomas L. Davis  
Assn't. Secretary

(CORPORATE SEAL)

STATE OF FLORIDA     )  
                              )ss  
COUNTY OF ST. JOHNS )

The foregoing instrument was acknowledged before me this 28th day of November, 1978, by Peter S. Rummell and Thomas L. Davis as Vice President and Assistant Secretary, respectively of Sawgrass Association, Inc., a Florida corporation, on behalf of the corporation.

/s/ Marda R. Roberts  
Notary Public, State of Florida  
at Large

My Commission expires: