

EXHIBIT II
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
TAMARIND GULF & BAY CONDOMINIUM ASSOCIATION, INC.
a Florida non-profit Corporation

THESE ARTICLES OF AMENDMENT are hereby made to the Articles of Incorporation of Tamarind Gulf & Bay Condominium Association, Inc., a Florida non-profit corporation, pursuant to Chapter 617 of the Florida Statutes, applicable provisions of the Declaration of Condominium for Tamarind Gulf & Bay Condominium, a Condominium, as originally recorded in O.R. Book 627 at Pages 1601 through 1667, inclusive, of the Public Records of Charlotte County, Florida, and the Articles of Incorporation for Tamarind Gulf & Bay Condominium Association, Inc., as follows:

1. The name of the corporation is TAMARIND GULF & BAY CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation.

2. Article IX of the Articles of Incorporation of TAMARIND GULF & BAY CONDOMINIUM ASSOCIATION, INC., as previously amended by Amendment to the Articles of Incorporation dated April 5, 1989, is hereby amended as follows (words deleted are lined through with hyphens and words added are underlined):

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice - Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

2. Adoption - A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be by two-thirds three-fourths 3/4 of the voting interest (one vote per unit) which are present and voting in person or by proxy at a duly called meeting to consider such amendments at which a quorum is present.

OR BOOK 1339 PAGE 1049

3. The Amendment to the Articles of Incorporation heretofore set forth was approved by a Resolution duly adopted by the Board of Directors of the corporation and by a vote of not less than two-thirds of the voting interests of the corporation at a duly noticed and called Meeting of Members held on the 18th day of April, 1994.

IN WITNESS WHEREOF, the foregoing Articles of Amendment to the Articles of Incorporation of TAMARIND GULF & BAY CONDOMINIUM ASSOCIATION, INC. were duly and properly executed this 18th day of April, 1994.

TAMARIND GULF & BAY CONDOMINIUM ASSOCIATION, INC.

By: Robert M. Geist
Robert M. Geist, President

Attest:

By: Jess L. Butler
Jess L. Butler, Secretary



State of Florida
County of Charlotte

The foregoing Articles of Amendment were acknowledged before me this 18th day of April, 1994 by ROBERT M. GEIST and JESS L. BUTLER, the President and Secretary, respectively, of TAMARIND GULF & BAY CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation, on behalf of the said corporation. The officers are personally known to me or produced N/A as identification and did take an oath.

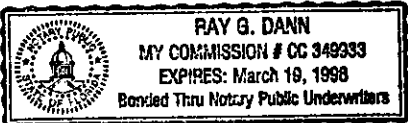
My commission expires:

Ray G. Dann
Notary Public

Printed name of Notary

Serial or Commission Number

(Seal)



ELW/Tamarind-A

State of Florida



Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of TAMARIND GULF AND BAY CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, filed on February 12, 1980, as shown by the records of this office.

The charter number of this corporation is 749590.



CEN 101 Rev. 8-79

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
13th day of February, 1980.

George Firestone
Secretary of State

MAR 21 1980

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

FILED
JAN 12 2 29 PM '80

SECRETARY OF STATE
FLORIDA
TAMARIND GULF AND BAY CONDOMINIUM ASSOCIATION, INC.

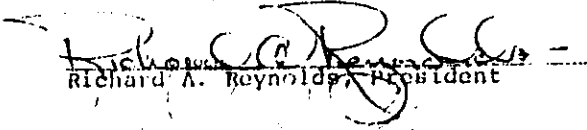
Amendment to Tamarind Gulf and Bay Condominium Association, Inc.,
a nonprofit corporation organized under the laws of the State of
Florida, filed on October 30, 1979, Charter Number 749590.

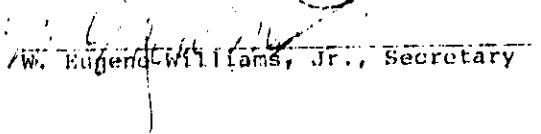
1. Article III (j) of the above Articles of Incorporation is
amended to read as follows:

- j. The Association may enter into a contract with any
person, firm, or entity for the operation, maintenance,
or repair of the condominium property. However, any
such contract shall not be in conflict with the powers
and duties of the Association or the rights of unit
owners as provided in the Condominium Act and these
enabling documents.

2. The foregoing amendment was adopted by the members and
directors unanimously at a joint meeting at which all members and
directors were present and waived formal notice of the meeting.
The procedure for adopting said amendment set forth in the Bylaws and
in the Articles was followed and complied with.

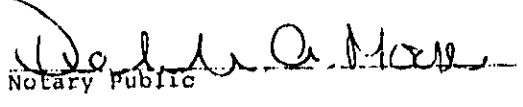
IN WITNESS WHEREOF the undersigned President and Secretary of
this corporation have executed these Articles of Amendment to the
Articles of Incorporation of Tamarind Gulf and Bay Condominium
Association, Inc. this 22 day of January, 1980.


Richard A. Reynolds, President


W. Eugene Williams, Jr., Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by Richard A.
Reynolds, President and W. Eugene Williams, Jr., Secretary, this
22 day of January, 1980.


Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Oct. 11, 1982
I am an Associate of the Florida Notary Association

EXHIBIT II

OR 627 PG 1647

OR BOOK 1339 PAGE 1051

MAR 21 1980

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of TAMARIND GULF AND BAY CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on October 30, 1979, as shown by the records of this office.

The charter number for this corporation is 749590.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
31st day of October, 1979.



George F. ...

OR 627 PG 1648

ARTICLES OF INCORPORATION
OF
TAMARIND GULF AND BAY CONDOMINIUM
ASSOCIATION, INC.
(a non-profit Florida corporation)

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME AND DEFINITIONS

The name of the corporation shall be TAMARIND GULF AND BAY CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Florida Statute 718.111 for the operation of TAMARIND GULF AND BAY CONDOMINIUM ASSOCIATION, INC., a phase development condominium, located in Charlotte County, on Manasota Key, Florida.

ARTICLE III

POWERS

The powers of the Association shall include and shall be governed by the following provisions:

1. General - The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the terms of these Articles.
2. Enumeration - The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium and consolidate the operation of all phases as they may be added pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:
 - a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.
 - b. To use the proceeds of assessments and charges in the exercise of its powers and duties.
 - c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired. To acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities, whether or not the lands or facilities are contiguous.

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- d. To maintain, repair, replace and operate the condominium property and property acquired or leased by the Association for use by unit owners.
 - e. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
 - f. To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.
 - g. To make and amend reasonable regulations respecting the use and appearance of the property in the condominium; provided, however, that all those regulations and their amendments shall be approved by not less than 75% of the votes of the units of the Association before they shall become effective.
 - h. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be approved by the Declaration of Condominium and the Bylaws.
 - i. To enforce by legal means, alone or by class action, the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.
 - j. To contract for the management of the condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.
 - k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose.
 - l. To employ personnel to perform the services required for proper operation of the condominium and to purchase or lease a unit in the condominium from its owner in order to provide living quarters for a manager of the condominium.
- 3. Condominium property - All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.
 - 4. Distribution of income - The Association shall make no distribution of income to its members, directors or officers.
 - 5. Limitation - The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE IV

MEMBERS

- 1. Membership - The members of the Association shall consist of all of the record owners of units in all phases of the condominium and after termination of the condominium shall consist of those who are members at the time of the termination and their successors and assigns.

Association shall be established by recording in the public records of Charlotte County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership. The owner receiving title of the unit by those instruments will be a member of the Association and the membership of the prior owner will be terminated.

3. Assignment - The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which that share is held.
4. Voting - A member of the Association shall be entitled to at least one vote for each unit owned by him. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V

DIRECTORS

1. Number and Qualification - The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of that determination shall consist of three directors. Directors need not be members of the Association.
2. Duties and Powers - All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.
3. Election; removal - Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
4. First directors - The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

ROBERT STEPHEN c/o 825 So. Tamiami Trail Venice, Florida 33595	MARCEL DION c/o 825 So. Tamiami Trail Venice, Florida 33595
RICHARD REYNOLDS c/o 825 So. Tamiami Trail Venice, Florida 33595	GASTON LEBRUN c/o 825 So. Tamiami Trail Venice, Florida 33595
5. Term of first directors - Except as may be provided by Florida Statute 718.301, 1979 the first election of directors by members of the Association other than the developer of the condominium shall not be held until after the developer has closed the sales of all of the units of the condominium, or until the developer elects to terminate its control of the condominium, or until after _____, 19____ whichever occurs first. The directors named in these Articles shall serve until their successors are elected by the members other than the developer; and any vacancies in their number occurring before the time for the election of their successors by the members other than the developer, shall be filled by the remaining first directors, or if there are none, then by the developer.

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT: RICHARD REYNOLDS
c/o 825 So. Tamiami Trail
Venice, Florida 33595

VICE PRESIDENT: ROBERT STEPHEN
c/o 825 So. Tamiami Trail
Venice, Florida 33595

TREASURER: MARCEL DION
c/o 825 So. Tamiami Trail
Venice, Florida 33595

SECRETARY: W. EUGENE WILLIAMS, JR.
c/o 825 So. Tamiami Trail
Venice, Florida 33595

ARTICLE VII

INDEMNIFICATION

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE VIII

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice - Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
2. Adoption - A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either;

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the Board of Directors and by not less than 75% of the votes of all the units of the Association; or

- b. by not less than 80% of the votes of all the units of the Association.
3. Limitation - Provided, however, that no amendments shall make any changes in the qualification for membership nor in the voting rights or property rights of members, nor any change in paragraph numbered 3 to 5 of Article III, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.
4. Recording - A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the public records of Charlotte County, Florida.

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

GASTON LEBRUN
c/o 825 So. Tamiami Trail
Venice, Florida 33595

W. EUGENE WILLIAMS, JR.
825 So. Tamiami Trail
Venice, Florida 33595

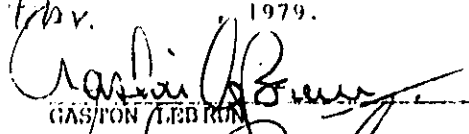
DEBORAH A. MOORE
c/o 825 So. Tamiami Trail
Venice, Florida 33595

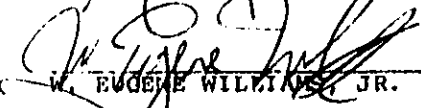
ARTICLE XII

DESIGNATION OF RESIDENT AGENT

The street address of the initial registered office of this corporation is 825 So. Tamiami Trail, Venice, Florida, 33595, and the name of the initial Registered Agent of this corporation at that address is: W. EUGENE WILLIAMS, JR.

IN WITNESS WHEREOF the subscribers have affixed their signatures this 17 day of October, 1979.


GASTON LEBRUN


W. EUGENE WILLIAMS, JR.


DEBORAH A. MOORE

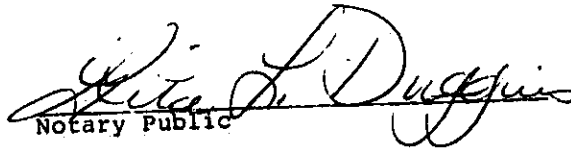
STATE OF FLORIDA

COUNTY OF SARASOTA

GASTON LEBRUN, W. EUGENE WILLIAMS, JR., and DEBORAH A. MOORE,

OR 627 PG 1653

before me, and after being duly sworn they acknowledged that they executed the foregoing Articles of Incorporation for the purpose expressed in the Articles on this 17 day of October, 1979.


Notary Public

My Commission Expires:

Notary Public, State of Florida at Large.
My Commission Expires June 25, 1983
Bonded by American Fire & Casualty Company

ACCEPTANCE OF REGISTERED AGENT

The undersigned having been designated in these Articles of Incorporation as Resident Agent hereby accepts that role and agrees to serve in that role as prescribed by law.


W. EUGENE WILLIAMS, SR.
Attorney at Law
825 So. Tamiami Trail
Venice, Florida 33595

OR 627 PG 1654