

**PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CARILLON COMMUNITY RESIDENTIAL ASSOCIATION, INC.**

Proposed additions shown in **bold underlining**
Proposed deletions shown in ~~strikeouts~~
Omitted but unaffected provisions are represented by * * *

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ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) directors who need not be Members. The initial Board shall be comprised of **at least three (3) members**, but may be enlarged to as many as nine (9) members by ~~amendment to these Articles a~~ **resolution adopted by the Board not less than sixty (60) days prior to any scheduled annual election**; provided that there shall always be an odd number of directorships created, and **provided further that any change in the size of the Board shall not operate to end the term of a sitting Director until its natural expiration**. Anything in these Articles to the contrary notwithstanding, until such time as the Declarant has conveyed to purchasers not affiliated with the Declarant all lands which are subject to potential annexation pursuant to Article II, Section 2, of the Master Declaration, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate all members of the Board of Directors of the Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
Joseph J. Gardner	2251 Lucien Way Maitland, FL
F. John Martin	Same
Robert N. Gardner	Same

Once the Declarant relinquishes its right to appoint all Members of the Board or Directors, the Members shall elect the directors for staggered terms of three (3) years each. To create the staggered terms, one post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. The third post shall be deemed vacant at the end of the third year, and a successor director shall be elected. All successor directors shall serve for terms of three (3) years each. In the event that the number of Members of the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year. **The method of implementation may include initial terms of less of less than three years, with the**

highest vote totals determining the length of the initial term. All directorships other than for Declarant, appointed directors shall expire during any given three (3) year period.

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Prepared by:

Paul L. Wean, Esquire
November 29, 2001