

746702

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May 11, 1999

Director
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

**RE: Articles of Amendment
CALOOSA GOLF AND COUNTRY CLUB, INC.
Document Number 746702**

FILED
99 MAY 14 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-05/14/99-01040-003
*****43.75 *****43.75

Dear Sir/Madam:

Please find enclosed the following with regard to the above Corporation:

1. The original and one copy of Articles of Amendment;
2. My law firm's check payable to the Florida Department Of State in the amount of \$43.75 to cover the following:

[a] Filing Fee

\$ 35.00

[b] Certified copy

8.75

Thank you for your assistance in this matter. If you have any questions, please call.

Sincerely,

Terrence F. Pyle

TERRENCE F. PYLE

TFP/cah
Encs.

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CALOOSA GOLF AND COUNTRY CLUB, INC.
(A Florida Not-For-Profit Corporation)**

FILED
99 MAY 14 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, upon resolution of its Board of Directors which was adopted by the members of the corporations on February 9, 1998, the number of votes cast for the Amendment being sufficient for its approval:

The first paragraph of ARTICLE VII, Paragraph (b), Officers, has been changed to read as follows:

ARTICLE VII

Management of Corporate Affairs

(b) Officers. The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer. At the Board's option, the same individual may simultaneously hold more than one [1] office. Other offices and officers may be established by the Board of Directors at any time or by the members of this corporation at any regular annual meeting. The duties of officers, the terms of office, and the manner of removing officers, shall be as set forth in the By-Laws.

The second paragraph of ARTICLE VII, Paragraph (b) shall remain unchanged.

Such amendment does not change member's rights (no stock is authorized).

Dated this 26th day of April, 1999.

Caloosa Golf and Country Club, Inc.

BY: Thomas V. Atkins
Thomas V. Atkins, President

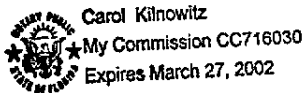
ATTEST:

Nancy M. Cleary
Nancy M. Cleary, Secretary

State of Florida
County of Hillsborough

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared Thomas V. Atkins and Nancy M. Cleary, to me known to be the persons described as President and Secretary, respectively, of CALOOSA GOLF and COUNTRY CLUB, INC. who executed the forgoing instrument, and acknowledged, before me, that they executed the foregoing instrument in the name and on behalf of said corporation, affixing the corporate seal of said corporation thereto; and that as such corporate officers they are duly authorized by said corporation to do so; and that the foregoing instrument is the act and deed of said corporation.

Witness my hand and official seal in the county and state last aforesaid this 26th day of April, 1999.



Carol Kilowitz
Notary Public

My Commission Expires: