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October 9, 1998

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002662334--4
-10/13/98-01028-007
*****35.00 *****35.00

RE: Articles of Amendment to the Articles of
Incorporation of Willow Run Homeowners
Association, Inc.

To Whom It Concerns:

Enclosed please find the original and one copy of the Articles of Amendment for the above-referenced corporation. Also enclosed is my check number 1200 in the amount of \$33.00 for the filing fee of said amendment. Please file the original in accordance with your usual procedures and furnish me with a certified copy of the Articles of Amendment to the Articles of Incorporation.

If I can provide you with any additional information, or if you should have any questions concerning the foregoing, then please do not hesitate to contact me.

Very truly yours,

[Signature]

Christopher C. Cathcart

FILED
98 OCT 13 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

VS OCT 15 1998.

Amend

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WILLOW RUN HOMEOWNERS ASSOCIATION, INC.

FILED
98 OCT 13 PM 3: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This first Amendment to the Articles of Incorporation of the WILLOW RUN HOMEOWNERS' ASSOCIATION, INC. made this 9th day of September, 1998. The Board of Directors, pursuant to Article X of the Articles, and pursuant to a vote of not less than 75% of the entire membership of the Board of Directors and not less than 51% of the votes of the entire membership of the Association, the following amendments have been made to the Articles of Incorporation:

1. Article IV, Definitions, Subsection D is amended to read as follows:

Lot shall mean and refer to any plot of land, or any inseparable combination of plots, showed upon the plat of Willow Run, Plat Book 30, Page 58, Public Records of Seminole County, Florida.

2. Article VII, Directors, Subsection 7.1, is amended to read as follows:

The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association. The Board of Directors shall consist of six (6) members. Each of the six (6) members shall be elected for a staggered two (2) year term.

3. Article IX, Bylaws, Subsection (c) is amended to read as follows:

(c) In the alternative, an amendment may be made by agreement signed and acknowledged by all lot owners in the manner required for the execution of the Deed, and such amendment shall be effective when recorded in the Public Records of Seminole County, Florida.

Provided, however, that no amendment shall discriminate against any lot owner nor against any lot or class or group of lots unless the lot owner or class or group of lot owners so affected shall

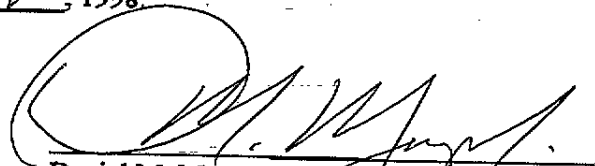
consent. No amendment shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions or the Articles of Incorporation.

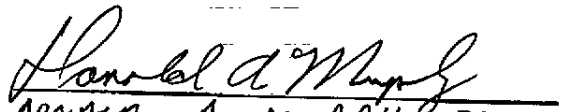
4. Article X, Amendments, subsection 10.3, is amended to read as follows:

Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members. No amendment shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions.

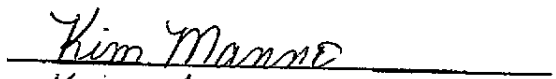
5. These Articles of Amendment were adopted by the Directors and members of the Willow Run Homeowners' Association, Inc. on or about April 19, 1998 as reflected in the appropriate Written Action Minutes.

DATED this 9th day of September, 1998.


Daniel M. Monopoli, President and Director


DONALD A. MURPHY, Director


WILLIAM E. PHELPS, Director


Kim Manno, Director

Joan P. Lanpher
JOAN P. LANPHER, Director

Nancy K. Mason
NANCY K. MASON, Director

STATE OF FLORIDA
COUNTY OF SEMINOLE

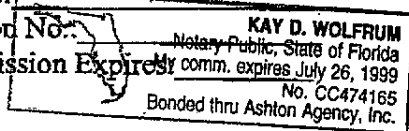
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Daniel M. Monopoli, as President and Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced a drivers license as identification.

Kay D. Wolfrum
NOTARY PUBLIC

Print Name:

Commission No.:

My Commission Expires:



STATE OF FLORIDA
COUNTY OF SEMINOLE

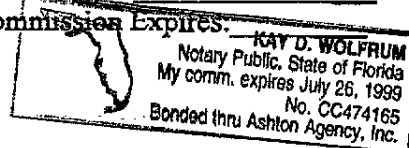
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared DONALD A. MURPHY, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced DRIVERS LIC as identification.

Kay D. Wolfrum
NOTARY PUBLIC

Print Name:

Commission No.:

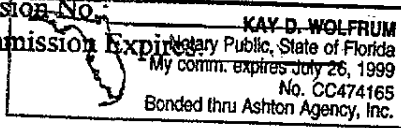
My Commission Expires:



STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared William E. Phelps, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced FLORIDA DRIVERS License as identification.

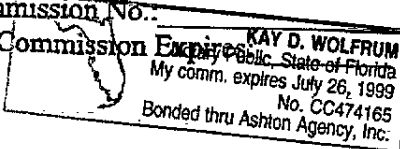
Kay D. Wolfrum
NOTARY PUBLIC
Print Name:

Commission No. _____
My Commission Expires _____


STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Kim Manno, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced FL Drivers License as identification.

Kay D. Wolfrum
NOTARY PUBLIC
Print Name:

Commission No. _____
My Commission Expires _____


STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared

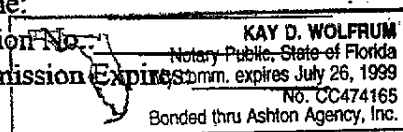
JOAN P. LANPHER, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced FLORIDA DRIVERS LIC. as identification.

Kay D. Wolfrum
NOTARY PUBLIC

Print Name:

Commission No.:

My Commission Expires:



STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared NANLY K MASON, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced _____ as identification.

Kay D. Wolfrum
NOTARY PUBLIC

Print Name:

Commission No.:

My Commission Expires:

