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CHRISTOPHER M. FEAR
LAKELAND OFFICE

January 27, 1997

VIA FEDERAL EXPRESS
Airbill No. 3019153653

Office of the Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32314

RE: KIMBERLEA COMMUNITY FACILITIES MASTER ASSOCIATION, INC.
Our File No.: S572-31294

Dear Ladies and Gentlemen:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation of Kimberlea Community Facilities Master Association, Inc., together with our firm's check in the amount of \$87.50 to cover the filing fee, \$35.00, and the certified copy fee, \$52.50. Please certify and return the enclosed copy.

Very truly yours,


Christopher M. Fear

CMF/sf
Enclosures
cc: Ed Laderer
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

KIMBERLEA COMMUNITY FACILITIES MASTER ASSOCIATION, INC.

This is an Amendment to the Articles of Incorporation of Kimberlea Community Facilities Master Association, Inc. which has been adopted by the sole member of the corporation and by the Board of Directors of the corporation on ~~December 13, 1996~~^{January 13, 1997}. The Amended and Restated Articles of incorporation are amended in the following respects:

A. The definition of the term, "Turn Over Event," which is defined in Article VII of the Amended and Restated Articles of Incorporation of the corporation, is modified and revised and shall mean the happening of the first to occur of the following events:

(a) When the Class B membership for Kimberlea Seven Owner's Association, Inc. with respect to Kimberlea Seven Subdivision ceases and terminates in accordance with the Declaration of Covenants, Conditions, Restrictions and Assessments for Kimberlea Seven Subdivision recorded April 7, 1994, in Official Records Book 3372, page 0655, as amended by First Amendment recorded April 18, 1994, in Official Records Book 3376, page 1132, both in the Public Records of Polk County, Florida;

(b) When the sole member of the Master Association and all of the Associations, through their respective Board of Directors, enter into an agreement providing for the turn over of control of the Master Association to the Associations; or

(c) On December 31, 2005.

B. A new article is added to the Amended and Restated Articles of Incorporation of the corporation as follows:

ARTICLE XV. FHA/VA APPROVAL

So long as there is a Class B membership in Kimberlea Seven Owner's Association, Inc., the following actions will require the prior approval of the Federal Housing Administration or the Veteran's Administration: Annexation of additional

properties, mergers and consolidations, mortgaging of any assets of the Master Association, dedication of any of the assets of the Master Association for public purpose, dissolution and amendments of these Articles of Incorporation.

C. A new Article is added to the Amended and Restated Articles of Incorporation of the Corporation as follows:

XVI. KIMBERLEA SEVEN OWNERS APPROVAL

Until the Turn Over Event occurs, the following actions will require the prior approval of no less than two-thirds of the owners of lots in Kimberlea Seven Subdivision, other than the Developer or its successor in interest: mortgaging or conveying any assets of the Master Association, dedication of any of the assets of the Master Association for public purpose, dissolution and amendments to these Articles of Incorporation.

This Amendment to the Articles of Incorporation of Kimberlea Community Facilities Master Association, Inc. has been executed this 13th day of January, 1998

KIMBERLEA COMMUNITY FACILITIES
MASTER ASSOCIATION, INC.

By: [Signature]
Edward H. Laderer, Jr., President

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of January, 1998, by Edward H. Laderer, Jr. as President of Kimberlea Community Facilities Master Association, Inc., who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.

(Affix Notary Seal)

[Signature]
NOTARY PUBLIC, State at Large

DEBBIE L. WALKER
(Type or Print Name of Notary)
My Commission Expires:

