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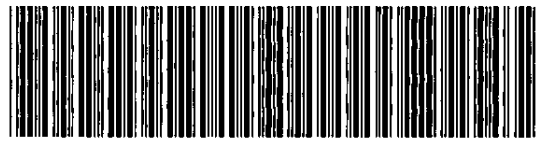
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TALLAHASSEE FLORIDA

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March 12, 2009

Division of Corporations
ATTN: CERTIFICATION
P. O. Box 6327
Tallahassee, Florida 32314

Re: *Articles of Amendment to Amended and Restated Articles of Incorporation of Kimberlea Community Facilities Master Association, Inc.*

Dear Sir or Madam

Enclosed herewith please find the original **Articles of Amendment to Amended and Restated Articles of Incorporation of Kimberlea Community Facilities Master Association, Inc.**, to be filed with the Florida Secretary of State. Also enclosed is the Association's check in the amount of Thirty-Five Dollars and no/100 (\$35.00) for cost of said filing.

Once the above-referenced document has been filed with the Secretary of State, please provide this firm with a certified copy of same. An additional check is enclosed in the amount of Eight Dollars and 75/100 (\$8.75) for cost of obtaining said certified copy.

Should you have any questions or require additional information, please feel free to contact me at your earliest convenience.

Sincerely,

CLAYTON & McCULLOH

Jenny McKinney

Paralegal

/jlm

Enclosure

cc: Kimberlea Community Facilities Master Association, Inc.

Web Site: www.clayton-mcculloh.com

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Please Address Correspondence To: Main Office

Brevard County Branch Office:
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2040 S. R. A1A, Suite 201
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Daytona Beach, FL 32118
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TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
KIMBERLEA COMMUNITY FACILITIES MASTER ASSOCIATION, INC.**

Pursuant to the provisions of §617.1006, *Fla. Stat.*, KIMBERLEA COMMUNITY FACILITIES MASTER ASSOCIATION, INC. ("Association") adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment adopted:

Articles VI and XIII of the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KIMBERLEA COMMUNITY FACILITIES MASTER ASSOCIATION, INC. are hereby amended as follows (additions are indicated by underlining; deletions are indicated by ~~strike-outs~~, omitted and unaltered provisions are indicated by ellipses):

...

VI. POWERS AND DUTIES

In addition to all powers provided for in Chapter 617 of the Florida Statutes and in addition to all of the other powers as provided by law, the Master Association shall have the following powers and shall perform the following duties:

(a) Exercise all of the powers, rights, duties, and responsibilities with respect to the operation, management, maintenance, repair, and replacement of the Community Facilities, as defined and described in the Declarations, subject to all of the terms, conditions, and provisions of the Declarations;

(b) Establish a budget annually for the operation, management, Maintenance, repair, and replacement of the Community Facilities including, without limitation, Maintenance of the Recreation Area, the Ingress Egress Roadway, the Community Facilities, the cost of sewer, water, and garbage services to the Improved Parcels (to the extent not billed directly to the owner of each Residence), the cost of sewer, garbage, and electric services to the Recreation Area, the Maintenance of all grounds and landscaping in the Recreation Area, the Maintenance of the perimeter wall surrounding Kimberlea, the Maintenance of the entrance area to Kimberlea, irrigation and Maintenance of irrigation systems within Kimberlea, payment of all real estate taxes and assessments with respect to the Recreation Area, and any other real estate owned by the Master Association, the payment of insurance premiums to properly insure the improvements in the Recreation Area, the payment of all costs of administration and management services to handle the management and administration and overhead of the Master Association, the payment of all costs and fees incurred in enforcement of any of the provisions of the governing documents of the Associations, in accordance with the "Approval and Assignment of Rights" referenced in section (h) of this Article, the payment of all licenses, taxes, or other governmental charges

and fees levied or imposed against the Master Association with respect to the operation of the Community Facilities, the payment of all professional fees and costs of attorneys, accountants, engineers, and other professionals employed by the Association, the cost of a standard fidelity bond covering all Directors and all other employees of the Association in an amount to be determined by the Directors, the cost of workers compensation insurance to the extent necessary to comply with Chapter 440 of the Florida Statutes and any other insurance deemed necessary by the Board of Directors of the Association, the cost of liability insurance insuring the Association against any and all liability to the public, to any residents, or any other persons within Kimberlea;

(c) Fix, establish, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declarations, file appropriate liens, and bring proceedings for collection of charges and assessments in the event of nonpayment, all pursuant to, and to the extent provided in, the provisions of the Declarations regarding collection of assessments and liens for assessments;

(d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Master Association;

(e) Have and to exercise any and all powers, rights, and privileges that a non-for-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, as well as all other express or implied powers of corporations not-for-profit;

(f) Borrow money, and with a two-thirds (2/3rds) vote of the Directors of the Master Association, mortgage, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;

(g) Exercise any and all rights, duties, powers, and privileges which are provided for in the Declarations with respect to the ownership, operation, management, maintenance, repair, and replacement of the Community Facilities;

(h) In accordance with the "Approval and Assignment of Rights", executed by the Associations and the Master Association on or about October 7, 2008 (hereinafter referred to as the "Assignment", a copy of which is attached to these Articles of Amendment as Exhibit "A"), the Master Association shall have a non-exclusive, but coextensive right and entitlement to enforce each and every provision within the Governing Documents of the Associations, as specifically set forth in the Assignment;

(i) In accordance with the Assignment, the Master Association shall have the right to recover any and all reasonable attorneys fees and costs incurred in pursuing enforcement from any individual(s) or entity (entities) violating the any of the Governing

Documents of the Associations as well as from the owner of the subject or pertinent lot or unit within the Kimberlea subdivision.

The Master Association is organized and shall be operated exclusively for the purposes set forth above, shall be conducted as a nonprofit organization for the benefit of the residents of Kimberlea. The operation and activities of the Master Association will be financed by the assessments against owners of Residences as provided in the Declarations and no part of any net earnings of the Master Association will inure to the benefit of any member of the Master Association.

...

ARTICLE XIII. AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any member of the Master Association. These Articles of Incorporation may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purposes. Any amendment to these Articles shall require ~~a seventy-five percent (75%) vote of the membership~~ the affirmative vote of the majority of the members of the Association who are voting in person or by proxy at a meeting at which a quorum has been attained (e.g., once a quorum has been obtained at an annual or special meeting of the membership of the Association, a majority of those members attending the meeting in person or by proxy may amend these Articles of Incorporation). A copy of each amendment shall be filed with the Office of the Secretary of State pursuant to the applicable provisions of Chapter 617 of the Florida Statutes and a copy certified by the Secretary of State shall be maintained in the corporate records of the Master Association.

...

SECOND: The date of adoption of the Amendment was the 3rd day of February, 2009.

THIRD: Adoption of Amendment:

Article XIII of the Articles of Incorporation of Kimberlea Community Facilities Master Association, Inc., entitled "Amendments to Articles of Incorporation", in effect prior to the adoption of the instant amendment, provided that Amendments to the Articles of Incorporation may be approved by a seventy-five percent (75%) vote of the membership.

The members of the corporation were entitled to vote on the Amendment. The members of the Association duly adopted the Amendment in accordance with the above-stated provision. **The number of votes cast for the Amendment was sufficient for approval.**

THE ASSOCIATION has caused these presents to be executed in its name, this 3rd
day of February, 2009.

KIMBERLEA COMMUNITY FACILITIES
MASTER ASSOCIATION, INC.

By:

Anette Hutcherson
(Sign)

Annette Hutcherson
(Print)

President, Kimberlea Community Facilities
Master Association, Inc.

STATE OF FLORIDA
COUNTY OF Polk

The foregoing was acknowledged before me this 3rd day of February,
2009, by Anette Hutcherson, as President of Kimberlea Community
Facilities Master Association, Inc., a Florida not for profit corporation, on behalf of the corporation,
who is personally known to me or who has produced NA
as identification.

NOTARY PUBLIC

Jennifer L. Boll
(Sign)

Jennifer L. Boll
(Print)

State of Florida, At Large

My Commission Expires: 6/4/12.

NOTARY PUBLIC-STATE OF FLORIDA
Jennifer L. Boll
Commission # DD775753
Expires: JUNE 04, 2012
BONDED THRU ATLANTIC BONDING CO., INC.