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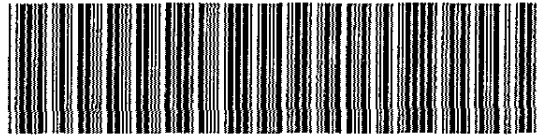
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Reply To:
Fort Myers Office or
ygoin@becker-poliakoff.com

January 31, 2005

Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, Florida 32301

Re: Woodgate Estates Property Owners Association, Inc.

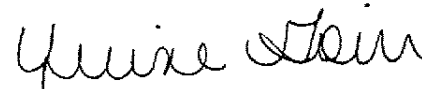
Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above-referenced Corporation along with check number 1348 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,



Yeline Goin
For the Firm

YG/adc
Enclosures (as stated)
269694_1.DOC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

FILED
05 FEB -2 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Woodgate Estates Property Owners Association, Inc.

SECOND: The attached amendments to the Articles of Incorporation were adopted by the membership on October 26, 2004.

THIRD: The attached amendments to the Articles of Incorporation were duly adopted by the Association membership by written consent of not less than seventy-five percent (75%) of the owners in accordance with Article 9, of the Declaration of Covenants and Restrictions.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

WOODGATE ESTATES PROPERTY OWNERS
ASSOCIATION, INC.

Diana Burt
Signature

BY: A Syska
Andrew J. Syska, President

Diana Burt
Printed Name

Date: 1/13/05

Carrie Kempisty
Signature

(CORPORATE SEAL)

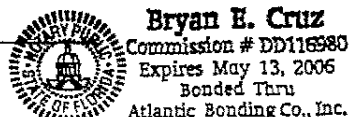
Carrie Kempisty
Printed Name

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 13 day of January 2004 by Andrew J. Syska as President of Woodgate Estates Property Owners Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) Andrew Syska as identification and did take an oath.

Bryan Cruz
Notary Public
Bryan Cruz
Printed Name

My commission expires: _____
266282_1.DOC



Amendment No. 1: Article 4, Articles of Incorporation

4. MEMBERSHIP

(Section 4.1 Remains Unchanged)

4.2. Voting.

~~After turnover by the Developer, e~~Each Property owned will be entitled to cast one vote for each Lot within the Subdivision. There will be no fractional votes. If a Lot is owned by joint owners the joint owners shall share the vote of the Lot and in the event of disagreement between the joint owners, the vote shall be void. If the Lot is owned by a fiduciary, the fiduciary shall be entitled to vote as the Property owner. In the event that two or more Lots are combined into a single building site, the property owner shall be entitled to a vote for each lot depicted on the Plat. In the event that a lot is divided into factions and combined with another lot or lots as a single building site, the vote for the divided lot shall be canceled and the lot or lots to which the fraction or fractions are combined shall be entitled to one vote. ~~Prior to turnover, the Developer shall be the only member of this Association entitled to vote.~~

(Remainder of Article Remains Unchanged)

Amendment No. 2: Article 6.3, Articles of Incorporation

6. DIRECTORS

(Sections 6.1 and 6.2 Remains Unchanged)

6.3. Election by Members.

The members of the Board of Directors will be elected by the membership, ~~including the Developer,~~ as a Property owner and as a member of the Corporation. Every director elected will be either a member of the corporation, or, in the case of an entity member, an officer, general partner or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board.

Amendment No. 3: Article 8, Articles of Incorporation

8. SUBSCRIBER

~~The name and address of the subscriber of these Articles of Incorporation, who shall serve as Director of the corporation until the first election of Directors, and who shall serve as officer of the Corporation until the first election or appointment of officers, is:~~

~~GLENN A. FOSTER, JR.~~

~~8801 College Parkway, Suite 1
Fort Myers, FL 33919~~

(Remaining Articles Renumbered as Appropriate)

Amendment No. 4: Article 9, Articles of Incorporation

9 8. BYLAWS AND AMENDMENTS OF THE ARTICLES

The Bylaws will be adopted and may be amended ~~by the Directors, consistent with these Articles and the Declaration as provided therein.~~ These Articles may be amended by the Board of Directors with the approval of members entitled to cast fifty-one percent of the votes, a resolution for the adoption of a proposed amendment adopted by a vote of a majority of the entire voting interests of the Association at a duly noticed meeting or by the written agreement of a majority of the entire voting interests. ~~except~~ Provided, however, that the Articles regarding "ASSESSMENTS" may be amended only if approved by members entitled to cast more than eighty percent of the votes. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

Amendment No. 5: Article 10, Articles of Incorporation

10 9. REGISTERED AGENT AND OFFICE

The name of the corporation's ~~initial~~ registered agent and its ~~initial~~ registered office and principal office is as follows:

~~GLENN A. FOSTER, JR.
8801 College Parkway, Suite 1
Fort Myers, FL 33919~~

BRYAN CRUZ
c/o Schoo Management
9411 Cypress Lake Dr, Suite 2
Fort Myers, Florida 33919

The corporation's registered agent, registered office, and principal office may be changed at the discretion of the Board of Directors.