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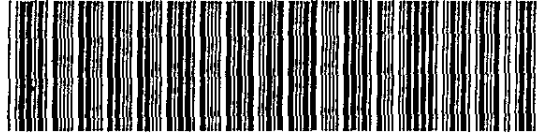
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TALLAHASSEE, FLORIDA

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TO: Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

NAME OF CORPORATION: KINGS RIDGE COMMUNITY ASSOCIATION, INC.

DOCUMENT NUMBER: N96000000289

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Scott D. Newsom
Taylor & Carls, P.A.
850 Concourse Parkway South
Suite 105
Maitland, Florida 32751

For further information concerning this matter, please call:

Scott D. Newsom at (407) 660-1040

Enclosed is a check for the filing amount: \$35 Filing Fee

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KINGS RIDGE COMMUNITY ASSOCIATION, INC.

A Florida Not For Profit Corporation
Document Number N9600000289

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, this Florida Not For Profit Corporation adopts the following articles of amendment to its Articles of Incorporation:

SEE ATTACHED EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

The foregoing amendment was duly and properly adopted pursuant to Article XI, Section 4 of the subject Articles of Incorporation on the 21st day of January, 2005. The required number of Class B members eligible to vote have signed a written statement manifesting their intention that this amendment be adopted, and this statement is attached hereto as EXHIBIT "B" and made a part hereof.

EXECUTED at Clermont (City), Lake (County), Florida on this the 21st day of January, 2005.

Signed, sealed and delivered
in the presence of:

Inessa A. Gallup
Print Name: INESSA A. GALLUP

Nicole Starks
Print Name: NICOLE STARKS

Linda Berntrager
Print Name: LINDA BERNTRAGER

Mark V. Chapman
Print Name: MARK V. CHAPMAN

KINGS RIDGE COMMUNITY ASSOCIATION, INC.

By: E. Bing Hacker
Print Name: E. BING HACKER
Title: PRESIDENT

Address: 1635 E. Hwy 50 Suite 200
Clermont, FL 34711

Attest: Christina Sodermark
Print Name: Christina Sodermark
As Its Secretary/Assistant Secretary

Address: 1635 E. Hwy 50 Suite 200
Clermont, FL 34711

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF _____

THE FOREGOING INSTRUMENT was acknowledged before me this _____ day of January, 2005, by E. Gray Hacker and Christine Sodermark who are personally known to me to be the President and Secretary/Assistant Secretary of **KINGS RIDGE COMMUNITY ASSOCIATION, INC.**, a Florida not for profit corporation or have produced _____ (type of identification) as identification. They acknowledged executing this document in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid on this 21st day of January, 2005.



Notary Public-State of Florida
Print Name: Susan M Finkbeiner
Commission No.: DD 300099
My Commission Expires: 4/14/08

Krg001 cer3



EXHIBIT "A"

**FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION
OF KINGS RIDGE COMMUNITY ASSOCIATION, INC.**

1. Article VII of the Articles of Incorporation of Kings Ridge Community Association, Inc. is hereby amended to read as follows:

**ARTICLE VII
VOTING RIGHTS**

The Community Association shall have two (2) classes of voting members:

CLASS A. The Owner of each Homesite shall be a Class A member. Each Class A member shall be entitled to one (1) vote for each Homesite owned. When more than one (1) person owns an interest in any Homesite, all persons shall be members. The vote associated with that Homesite shall be exercised as ~~they~~ **determined by the Neighborhood Voting Members as described below**, but in no event shall more than the one (1) vote be cast with respect to any Homesite.

Each Class A member shall also be a member of a Neighborhood Association. The Neighborhood Association shall represent the interests of its members in the Community Association. Each Neighborhood Association shall elect three (3) Class A Voting Members ("Neighborhood Voting Member") who shall cast as many votes as there are Homesites owned by Owners other than Declarant in the Neighborhood **in all matters that require a vote by the Class A members**. Each Neighborhood Association shall elect **or designate** its Neighborhood Voting Members in the same manner, and subject to the same terms as to duration of office, removal and qualifications, as it elects **or designates** its own directors. Each Neighborhood Voting Member shall be a director of ~~the~~ **his or her respective** Neighborhood Association.

Each Neighborhood Association shall give written notice to the Community Association of the persons elected or designated as its Neighborhood Voting Members, at or before the first meeting of the Community Association which the Neighborhood Voting Members ~~is~~ **are** to attend. The Community Association and all ~~other Neighborhood Voting Members (and their constituents)~~ **Class A members** shall be entitled to rely on such notices as constituting the authorization of the Neighborhood Association (and its members) ~~to~~ **for the elected or designated Neighborhood Voting Members to cast all votes of the Neighborhood Association (and its members) and to bind same that Neighborhood Association (and its members) in all Community Association matters until such notice is changed, superseded or revoked by that Neighborhood Association.**

The Neighborhood Voting Members of each Neighborhood Association must cast all votes of their Neighborhood Association as a block when a vote of the Community Association occurs. A Neighborhood Association's block of votes shall equal the total number of Homesites in that Neighborhood Association. There can be no splitting of a Neighborhood Association's total number of votes. The Neighborhood Voting Members of each Neighborhood Association must agree among themselves as to how their Neighborhood Association's block of votes is to be cast as to each issue or matter

presented for a vote. If the Neighborhood Voting Members of a Neighborhood Association cannot unanimously agree as to how their Neighborhood Association's block of votes is to be cast on a particular issue or matter, the position that is supported by at least two (2) of the Neighborhood Voting Members shall determine how the block of votes for that Neighborhood Association is cast. If at least two (2) Neighborhood Voting Members cannot agree as to how their Neighborhood Association's block of votes is to be cast on a particular issue or matter, no votes from that Neighborhood Association shall be included and/or counted for that particular issue or matter. However, if only one (1) of the three (3) Neighborhood Voting Members for a particular Neighborhood Association is present for the meeting and/or vote of the Community Association, that Neighborhood Voting Member shall be permitted to cast his or her Neighborhood Association's block of votes and those votes shall be included and/or counted for that particular issue or matter.

When reference is made in ~~this~~ the Community Declaration, or in the Articles or By-Laws or other documents to a majority or specific percentage of Owners, such reference shall be deemed to be a reference to a majority or specific percentage of the vote of Owners represented by their respective Neighborhood Voting Members at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Owners themselves or their Homesites. To the extent lawful, the foregoing shall apply to, without limitation, the establishment of a quorum at any applicable meeting.

CLASS B. The Declarant is the Class B member. The Class B member shall be entitled to the total of: ~~(b) one (1) vote; and (b) two (2) votes for each vote to which the Class A members are entitled to cast from time to time~~ **one (1) vote for each Homesite owned by Declarant.** The Class B membership shall cease **and be converted to Class A membership** on the happening of the earlier ~~of the occurrence~~ of one of the following events:

- (a) ~~Six (6) months after~~ **On** the Community Completion Date; **or**
- (b) Such earlier date as Declarant may determine.

2. Article VIII of the Articles of Incorporation of Kings Ridge Community Association, Inc. is amended to read as follows:

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Community Association shall be managed by a Board **of Directors** consisting of ~~three (3)~~ **fifteen (15) persons.** Board members appointed by Declarant or elected by Class B members need not be members of the Community Association. Board members elected by Class A members must be members of the Community Association. **No more than one (1) member of each Neighborhood Association shall be elected or appointed to the Board of Directors of the Community Association.**

The election, ~~or appointment, as the case may be,~~ of Directors shall be held at the annual meeting **of the Community Association.** Directors shall be elected, ~~or appointed, as the case may be,~~ for a term **of one (1) year expiring to expire** on the date of the next annual meeting **of the Community Association. This term, therefore, may extend beyond a calendar year or**

be less than a calendar year depending on the dates of the annual meetings. Directors are to be elected in the following manner and as described in the By-Laws:

(1) The person presiding at the annual meeting of the Community Association, which can be the President, Vice-President or another person appointed by the Board of Directors prior to the annual meeting, shall call each Neighborhood in alphabetical order;

(2) When each Neighborhood is called, candidate nominations for the Board of Directors position representing the Neighborhood that has been called shall be taken;

(3) Any eligible person, who is a member of the Community Association and also a member of the Neighborhood Association that has been called, can be nominated or can nominate themselves to be a candidate for that Neighborhood's position on the Board of Directors of the Community Association;

(4) Once all nominations have been received for that Neighborhood's position on the Board of Directors of the Community Association and the nominations have been closed, the Neighborhood Voting Members present at the annual meeting of the Community Association shall then elect one (1) person from those eligible candidates that have been nominated;

(5) The election of each Neighborhood's position on the Board of Directors of the Community Association by the Neighborhood Voting Members present at the annual meeting of the Community Association is a matter that requires a vote by the Class A members, and shall be conducted in the same manner as described and set forth for such matters in Article VII of these Articles. Each Neighborhood Association, through its Neighborhood Voting Members, is eligible to cast its votes for each of the fifteen (15) positions on the Board of Directors of the Community Association. Cumulative voting shall not be permitted, so a Neighborhood Association cannot cast more than its total number of Homesites for any individual position on the Board of Directors of the Community Association. Voting by proxy shall not be permitted under any circumstances. A person must receive a majority of the total votes cast by the Neighborhood Voting Members present at the annual meeting of the Community Association to be elected to the Board of Directors of the Community Association;

(6) If no person from that Neighborhood receives a majority of the total votes cast by the Neighborhood Voting Members present at the annual meeting of the Community Association, there shall automatically and immediately be another vote by those same Neighborhood Voting Members. If one person from that Neighborhood still does not receive a majority of the total votes cast by the Neighborhood Voting Members present at the annual meeting, the Board position representing that Neighborhood shall be declared vacant. The Board position representing that Neighborhood can then be filled as described in Article VIII of these Articles;

(7) The process described above in (2) through and including (6) shall be repeated for each Neighborhood, until all Neighborhoods have been called.

In the event of the death, resignation, recall, or removal of a Director or in the event of

any other vacancy on the Board of Directors of the Community Association, a successor shall be appointed by a majority of the remaining Directors. The successor shall serve only for the time remaining on the term of the Director that the successor is replacing. The successor cannot be a member of a Neighborhood Association already represented on the Board of Directors.

The Directors named in these Articles shall serve until the next election of Directors. ~~Any vacancies in the first Board shall be filled by the Declarant.~~ The names and addresses of the members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
E. Bing Hacker	44145 Kings Ridge Blvd. <u>1635 E. Highway 50, Suite 200</u> Clermont, FL 34711
Marco Di George <u>Terry Eckert</u>	44145 Kings Ridge Blvd. <u>1635 E. Highway 50, Suite 200</u> Clermont, FL 34711
Marshall H. Ames <u>Christine Sodermark</u>	44145 Kings Ridge Blvd. <u>1635 E. Highway 50, Suite 200</u> Clermont, FL 34711

As provided in ~~F.S. 647.307~~ **Section 720.307, Florida Statutes:**

(1) Members other than the Declarant are entitled to elect at least a majority of the Board of the Community Association, three (3) months after ninety ~~(90%)~~ percent **(90%)** of the Homesites in all phases of the Community that will ultimately be operated by the Community Association have been conveyed to Owners.

For purposes of this Section, the term "Members other than the Declarant" shall not include builders, contractors, or others who purchase a Homesite or Parcel for the purpose of constructing improvement thereon for resale.

(2) The Declarant is entitled to elect at least one Member of the Board of the Community Association as long as the Declarant holds for sale in the ordinary course of business at least **five percent (5%)** of the Homesites in all phases of the Community. After the Declarant relinquishes control of the Community Association, the Declarant may exercise the right to vote any developer-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Community Association or selecting the majority of the members of the Board.

EXHIBIT "B"

**WRITTEN STATEMENT OF INTENTION
TO ADOPT AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
KINGS RIDGE COMMUNITY ASSOCIATION, INC.**

WITNESSETH:

WHEREAS, Class B memberships still exist within the Kings Ridge Community Association, Inc.; and

WHEREAS, Article XI, Section 4 of the Articles of Incorporation of Kings Ridge Community Association, Inc. permit amendments to those Articles by Written Statement; and

WHEREAS, Lennar Land Partners, a Florida general partnership is the only Class B member of Kings Ridge Community Association, Inc.

WHEREAS, the required number of Class B members eligible to vote for an amendment desire to amend the Articles of Incorporation of Kings Ridge Community Association, Inc.; and

WHEREAS, the required number of Class B members desire to manifest their intention that amendments to the Articles of Incorporation of Kings Ridge Community Association, Inc. be adopted.

NOW THEREFORE, the Articles of Incorporation of Kings Ridge Community Association, Inc. are hereby amended as follows:

SEE ATTACHED EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

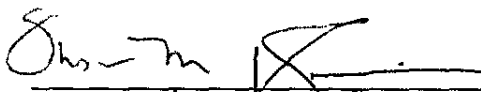
Except as modified and amended herein, the Articles of Incorporation shall remain in full force and effect.


IN WITNESS WHEREOF, Lennar Land Partners, a Florida general partnership, as the only Class B member of Kings Ridge Community Association, Inc., manifests its intent and desire to adopt the foregoing Amendments to the Articles of Incorporation of Kings Ridge Community Association, Inc. this 21st day of January, 2005.


Signed, sealed and delivered
in the presence of:

LENNAR LAND PARTNERS, a Florida general
Partnership.

By: LENNAR HOMES, INC., a Florida corporation,
As Attorney-in-Fact for Lennar Land Partners, a
Florida general partnership, pursuant to that certain
Power of Attorney recorded in Official Records
Book 1564, Page 1873, Official Records of Lake
County, Florida


Print Name: Susan H. Frankel

By: 
Print Name: E. Bruce Lawson
Title: Vice President

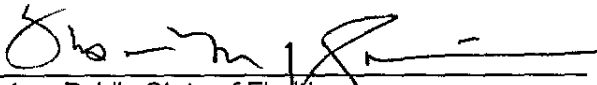

Print Name: Theresa A. Galloway

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF Lake

THE FOREGOING INSTRUMENT was acknowledged before me this 21st day of January, 2005, by E. Bruce Lawson who is personally known to me to be the Vice President of **LENNAR HOMES, INC.** a Florida corporation, attorney-in-fact for **LENNAR LAND PARTNERS**, a Florida general partnership or has produced _____ (type of identification) as identification. He/She acknowledged executing this document in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him/her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid on this 21st day of January, 2005.



Notary Public-State of Florida
Print Name: Susan M. Finkbeiner
Commission No.: 9/14/02
My Commission Expires: _____

