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COR AMND/RESTATE/CORRECT OR O/D RESIGN

MORSE FAMILY HOLDING COMPANY

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF MORSE FAMILY HOLDING COMPANY

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PURSUANT to the provisions of Section 607.1001 and Section 607.1006 of the Florida

Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

WHEREAS, Morse Family Holding Company, a corporation organized and existing under the laws of the State of Florida, under certificate filed in the office of the Secretary of State on March 14, 2006, it is hereby certified as follows:

By written action effective the 20th day of July, 2006, the Board of Directors and Shareholders of the corporation adopted the following resolution:

RESOLVED, that the Certificate of Incorporation of Morse Family Holding Company, be amended so as to change the name of the corporation to "Holding Company of The Villages, Inc." and that Article I shall be amended to read:

"The name of the corporation shall be Holding Company of The Villages, Inc."

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles this 21st day of July, 2006.

MORSE FAMILY HOLDING COMPANY

(Corporate Seal)

H. Gary Morse, Presiden

ATTEST:

John F Wise Secretary

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STATE OF FLORIDA COUNTY OF SUMTER

BEFORE ME, the undersigned authority, personally appeared H. Gary Morse, known to me to be the President of Morse Family Holding Company, and he acknowledged that he executed the foregoing Articles of Amendment for the uses and purposes therein expressed.

WITNESS my hand and seal this 21" day of July, 2006.

NAME OF A PARY

Notary Public

AMY L. LEWIS

Print Name of Notary

Commission Number

(SEAL)

AMY L LEWIS

MY COMMISSION # DD 330956

EXPIRES: June 21, 2008

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Printed: July 21, 2006

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