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April 6, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Pointe West Recreation Facility

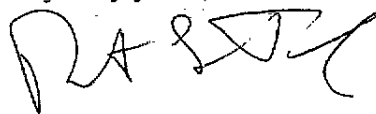
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*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find an original set of Articles of Amendment for the referenced corporation. I have enclosed a copy of the document as well. A check in the amount of \$35.00 is enclosed to represent all appropriate filing fees.

Please file and return a stamped and dated copy to this office in the envelope provided. Should you have any questions, please feel free to contact me.

Very truly yours,



Robert L. Tankel
For the Firm

FILED
98 APR 13 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RLT/dm

Enclosures

cc: Board of Directors

f:\wp\pointwest\secstate.amd

Amend

me 4/17

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
98 APR 13 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is POINTE WEST RECREATION FACILITY, INC.

SECOND: The following amendment(s) of the Articles of Incorporation was (were) adopted by the corporation:

(See Attached)

THIRD: The above amendment(s) was (were) adopted on the 11 day of March, 1997, as follows:

X The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment were sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was/were adopted by the board of directors.

Dated March 19, 1998.

POINTE WEST RECREATION FACILITY, INC.

By: Robert T. Eckhardt
Robert T. Eckhardt, President

(SEAL)

By: Geneva Allen
Geneva Allen, Secretary

STATE OF FLORIDA)
)
COUNTY OF PASCO) SS:

Before me, the undersigned authority personally appeared Robert T. Eckhardt and Geneva Allen to me well known to be the person(s) who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me according to law that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of March, 1998.



Deanna Norris
MY COMMISSION # CG644229 EXPIRES
May 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

A handwritten signature of Deanna Norris in cursive script, written in dark ink.

Notary Public Deanna Norris

My Commission Expires: May 4, 2001

C:\WP\POINTWES\ARTAMEND.INC

**Schedule of Amendments to the
Articles of Incorporation**

Article VII

A. This paragraph remains unchanged.

B. Directors shall be ~~selected/appointed~~ elected on a representative basis by the various Associations whose members belong to the Pointe West Recreation Facility, Inc. As of the date of this Amendment, there are 714 members of the Pointe West Recreation Facility, inc.; 425 of whom are members of the Pointe West condominium Association, Inc. And 289 of whom are members of the Arborwood Homeowner's Association, Inc., Thereupon, until and unless additional lots are developed and join as members of the Pointe West Recreation Facility, Inc., the ~~membership Board of Directors of the~~ Pointe West Condominium Association, Inc., shall be entitled to ~~select/appoint~~ elect four (4) members to the Board of Directors and the member-~~shipboard of Directors of the~~ Arborwood Homeowners Association, Inc., shall be entitled to ~~select/appoint~~ elect three (3) members to the Board of Directors.

C. In order to provide continuity in management, there shall be staggered terms. ~~During the initial term after adoption of this Amendment, the~~ The terms of office for the Directors shall be as follows:

1. ~~Directors selected/appointed by~~ Pointe West Condominium Association, Inc. - Each year two directors shall be selected/appointed elected by the membership for two year terms of office; ~~two directors shall be selected/appointed for a one year term of office.~~

2. ~~Directors selected/appointed by~~ Arborwood Homeowner's Association, Inc. - two directors shall be selected/appointed elected by the membership every other year for two year terms of office; On alternate years, one director shall be ~~selected/appointed~~ elected by the membership for a ~~one~~ two year term of office.

3. In the event of a vacancy on the Board of Directors, the Board of Directors representing the individual Association for whom the vacancy exists may select/appoint a Director to serve the balance of the unexpired term.

Exhibit "A"