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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
OCEANSIDE GOLF AND COUNTRY CLUB, INC.**

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*Amend
@ 12/20/10*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OCEANSIDE GOLF AND COUNTRY CLUB, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 DEC 20 PM 3:36

PURSUANT to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its amended and restated articles of incorporation.

1. The text of each amended Article of the Amended and Restated Articles of Incorporation is:

"ARTICLE VI

The Amended and Restated By-laws of this corporation may be made, altered, amended or rescinded by a majority vote of the members present at any regular or special meeting duly or regularly called, provided, however, any alteration, amendment or rescission thereof shall be initiated by a majority of the Board of Directors or by the voting members in the manner provided by Article XIV, Section 1, of the Amended and Restated By-laws, as amended from time to time.

ARTICLE VII

These Amended and Restated Articles of Incorporation may be amended by a majority of the voting members [and Unit Certificate of Participation holders on all matters that affect their Property Interest] present at any Annual or Special Meeting duly or legally called; provided, however, such modification, alteration or amendment shall be initiated by a majority of the Board of Directors or by not less than 30% of the voting members by written petition filed with the Secretary of the Club, who shall then not less than 15 days nor more than 60 days thereafter, give notice to each member of such proposed change, amendment or alteration of the Club By-Laws and the date, time and place of the membership meeting at which the same is to be considered and acted upon. Such notice shall be in writing and mailed to each member at his or her last known address as shown by the records of the Club. No amendment can be adopted which would cause a loss of tax exempt status under Section 501 C (7) of the Internal Revenue Code of 1986."

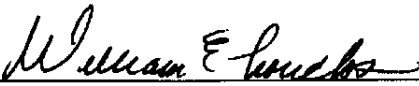
2. The above stated amendments were adopted on the 6th day of December, 2010.

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3. The amendments were adopted by the Members, and the number of votes cast for the amendment was sufficient for approval.

Oceanside Golf and Country Club, Inc.

By 
William E. Loucks, President/Director

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 16th day of December, 2010, by William E. Loucks, as President/Director of Oceanside Golf and Country Club, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me.




Notary Public, State of Florida at Large

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