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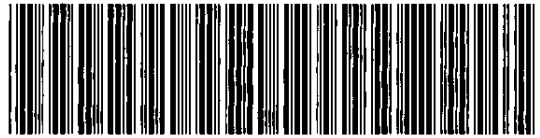
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C.COULLIETTE

FEB 05 2010

EXAMINER

The Property Owners' Association of The Villages – The POA

P. O. Box 1657 Lady Lake, FL 32158 Phone: 352-259-0999 E-mail: poa4us@gmail.com

January 29, 2010

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

NAME OF CORPORATION: PROPERTY OWNERS' ASSOCIATION OF THE VILLAGES, INC.
DOCUMENT NUMBER: 734394

Dear Sir or Madam:

The enclosed Articles of Amendment (Fourth Amendment to the Articles of Incorporation of the Property Owners' Association of The Villages, Inc. and revised Articles of Amendment to Articles of Incorporation of the Property Owners' Association of the Villages, Inc.) and fee of \$ 35.00 are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph Gorman, President
Property Owners' Association of The Villages
1203 Augustine Drive
The Villages, Florida 32159
Email address - poa4us@gmail.com

For further information concerning this matter, please call:

Joseph Gorman, President, at 352-259-0999

Enclosed is a check made payable to the "Secretary of State" for \$35.00 for the filing fee.

The date of adoption and effective date of the amendment was 15, December, 2009.

The amendment was adopted by the Board of Directors and the members and the number of votes cast for the amendment was sufficient for approval.

Sincerely,

THE PROPERTY OWNERS' ASSOCIATION OF THE VILLAGES, INC.



Joseph Gorman,
President

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROPERTY OWNERS' ASSOCIATION OF THE VILLAGES, INC.
(Formerly known as "Orange Blossom Gardens Property Owners' Association, Inc.")

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 1982, as amended, and do hereby certify:

The undersigned, the duly elected officers of the corporation, hereby execute and acknowledge these Articles of Amendment to the Articles of Incorporation, amending in their entirety the Articles of Incorporation dated November 20, 1975, and amended on April 19, 1989, July 20, 1994, and January 15, 1997, both the original Articles and the Amendments having been filed with the offices of the Secretary of State, State of Florida.

This Amendment was approved, in writing by the Board of Directors on

October 6th, 2009, and by the voting members of the POA by voice vote on December 15th, 2009, pursuant to and consistent with the terms of Article X of the Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be the PROPERTY OWNERS' ASSOCIATION OF THE VILLAGES, INC.

ARTICLE II. PURPOSE AND POWERS

The general provisions for which the corporation is organized are to

1. Provide for the educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code;

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2. Initiate and provide educational programs for residents of the residential community at large and at the local community known as The Villages in particular;
3. Educate the residential community including The Villages about the programs, activities, and actions of local developers, community development districts, and governmental entities.
4. Educate the residential community including The Villages about the POA's advocacy on behalf of the residents of The Villages and the State of Florida;
5. Transact any and all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes.

ARTICLE III. QUALIFICATIONS OF MEMBERS

Membership may be granted to any individual(s) who own(s) a home in The Villages, and who pays the annual dues as set by the Board of Directors. Notwithstanding the foregoing, only one resident in the home may vote per household.

ARTICLE IV. TERM

The term for which the corporation is to exist shall be perpetual. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members.

ARTICLE V. REGISTERED AGENT AND STREET ADDRESS

The street address of the registered office of the corporation is 13710 US 441, Suite 100, The Villages, Florida 32159. The name of the registered agent of the corporation at such address is Michael D. Millhorn.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS

The principal place of business for the corporation is housed, from year to year, at the address of the current President of the POA as indicated in the POA's Annual Report. For mailing purposes and continuity, the corporation will maintain Post Office Box 1657, Lady Lake, Florida 32158-1657 for receiving correspondence.

ARTICLE VII. OFFICERS

The affairs of the corporation shall be managed by the officers whose positions and duties and manner of election are set forth in the By-Laws. If a vacancy occurs in any office, it shall be filled by the Board of Directors.

ARTICLE VIII. DIRECTORS

All Directors shall be members of the POA. The Board of Directors of the POA shall consist of no more than thirteen (13) Directors. Six (6) Directors of the Board may be Officers of the POA. The Directors/Officers shall be elected at the annual meeting of the members in the manner set forth in the By-Laws. Each director shall hold office for a term of one (1) year, and may be elected for an unlimited number of consecutive terms. Vacancies on the Board of Directors shall be filled in the manner set forth in the By-Laws.

ARTICLE IX. BY-LAWS

The By-laws of the corporation shall be adopted by the Board of Directors and may be amended, altered, or rescinded by the Board of Directors in the manner provided by such By-Laws.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by statute or in the following manner:

Amendments to the Articles of Incorporation shall first be approved by the Board of Directors then proposed to the members of the corporation, in the manner prescribed in the By-Laws for giving notice to members of the corporation, and approved by the affirmative vote of the majority of voice votes cast. Delivery of due notice of the vote, the language of the proposed amendment, and an explanation of the amendment shall constitute due notices as prescribed by the By-Laws.

ARTICLE XI. INDEMNITY

This corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding (or any appeal therein) if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The

fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

To the extent that a director, officer, employee, or agent of this corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in the two (2) preceding paragraphs or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this article. Such determination shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an

undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in this article.

The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his/her official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, administrators of such a person.

This corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this article.

ARTICLE XII. DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the

county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Dated this 15th day of December, 2009.

INWITNESS WHEREOF, the undersigned have executed these Articles of Amendment to Articles of Incorporation this 14 day of January ²⁰¹⁰ ~~2009~~ 8058

PROPERTY OWNERS' ASSOCIATION OF
THE VILLAGES, INC.

By:

Joseph Gorman
Joseph Gorman, President

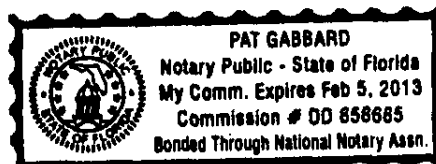
ATTESTED BY:

R. Elaine Dreidame
R. Elaine Dreidame, Vice-President

STATE OF FLORIDA
COUNTY OF Sumter

The foregoing instrument was acknowledged before me this 14th day of January, 2009 by Joseph Gorman, President, and R, Elaine Dreidame, Vice-President, of Property Owners' Association of the Villages, Inc., who produced Florida drivers licenses as identification, and executed same.

Pat Gabbard
Notary Public
My Commission Expires:



**FOURTH AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE
PROPERTY OWNERS' ASSOCIATION OF THE VILLAGES, INC.**

Pursuant to Article X of the Articles of Incorporation and the By-Laws of the **PROPERTY OWNERS' ASSOCIATION OF THE VILLAGES, INC.** (hereinafter the "POA"), a Florida not-for-profit corporation, and pursuant to sections 617.1001 and 617.1002, Florida Statutes, the Articles of Incorporation of the **POA** are hereby amended as follows:

FIRST: The date of filing of the Articles of Incorporation was November 20, 1975. Amendments to the Articles of Incorporation were filed, respectively, on April 19, 1989, July 20, 1994, and on January 15, 1997.

SECOND: The following amendments have been approved by the Board of Directors of the POA on October 6th, 2009, and by the voting members of the POA by voice vote on December 15th, 2009, pursuant to and consistent with the terms of Article X of the Articles of Incorporation of the POA.

Article I of the Articles of Incorporation is amended by deleting in their entirety the provisions of said Article I as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE I. NAME

The name of the corporation shall be the **PROPERTY OWNERS'
ASSOCIATION OF THE VILLAGES, INC."**

Article II of said Articles of Incorporation is amended by deleting in their entirety the provisions of said Article II as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE II. PURPOSE AND POWERS

The general provisions for which the POA is organized are to:

1. Provide for the educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code;
2. Initiate and provide educational programs for residents of the residential community at large and at the local community known as The Villages in particular;
3. Educate the residential community including The Villages about the programs, activities, and actions of local developers, community development districts, and governmental entities.
4. Educate the residential community which including The Villages about the POA's advocacy efforts on behalf of the residents of The Villages and the State of Florida.
5. Transact any and all lawful business for which corporations maybe incorporated under Chapter 617, Florida Statutes."

Article III of the Articles of Incorporation is amended by deleting the provisions of said Article III as the same now exists, and by substituting in lieu thereof, the following:

ARTICLE III. QUALIFICATIONS OF MEMBERS

Membership may be granted to any individual(s) who own(s) a home in The Villages, and who pays the annual dues as set by the Board of Directors. Notwithstanding the foregoing, only one resident in the home may vote per household.

Article VI of said Articles of Incorporation is amended by deleting in their entirety the

provisions of said Article VI as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE VI. PRINCIPAL PLACE OF BUSINESS

The principal place of business for the POA is housed, from year to year, at the address of the current President of the POA as indicated in the POA's Annual Report. For mailing purposes and continuity, the corporation will maintain Post Office Box 1657, Lady Lake, Florida 32158-1657 for receiving correspondence."

Article VIII of said Articles of Incorporation is amended by deleting in their entirety the provisions of said Article VIII as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE VIII. DIRECTORS

All Directors shall be members of the POA. The Board of Directors of the POA shall consist of no more than thirteen (13) Directors. Six (6) Directors of the POA may be officers. The Directors/Officers shall be elected at the annual meeting of the members in the manner set forth in the By-Laws. Each director shall hold office for a term of one (1) year and may be elected for an unlimited number of consecutive terms. Vacancies on the Board of Directors shall be filled in the manner set forth in the By-Laws."

Add new Article XII to read as follows:

"ARTICLE XII. DISSOLUTION

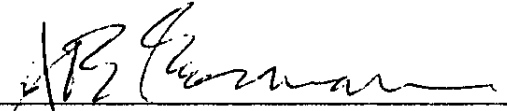
Upon dissolution of the corporation, assets shall be distributed for one or

more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."


Dated this 15th day of December 2009.

PROPERTY OWNERS' ASSOCIATION OF THE VILLAGES, INC., a Florida not-for-profit corporation

By:


Joseph Gorman, PRESIDENT

ATTESTED BY:


R. Elaine Dreidame, VICE-PRESIDENT