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P.001/003
Page 1 of 1

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
COVE CAY COUNTRY CLUB, INC.**

The undersigned, as President of COVE CAY COUNTRY CLUB, INC., does hereby certify that the Amendment provided for herein was adopted by two-thirds (2/3) of the Equity Members entitled to vote and the majority of the Board of Directors on the 13th day of JAN. 2014.

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1. Name of Corporation: COVE CAY COUNTRY CLUB, INC.
2. Document Number: The document number of the corporation is 740448.
3. Amendment Adopted: Article 5 of the Articles of Incorporation is hereby amended to read as follows:

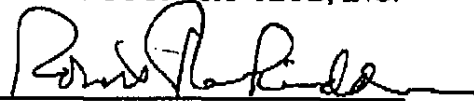
"Article 5. Members. The Corporation shall be authorized to issue three hundred fifty (350) Equity Memberships. The Corporation shall have Equity Members who shall have such qualifications and who shall be admitted in such a manner as is provided for in the Bylaws, which shall include a requirement for approval by the Board of Directors. Moreover, there shall be two separate and distinct classes of Equity Membership. Class A Equity Members shall consist of those members, who have contributed capital and continue to pay monthly dues as active members in good standing with the Corporation. Class B Equity Members shall consist of those former members, who have contributed capital to the Corporation, who resigned and ceased paying monthly dues, and whose equity in the Corporation has not yet been redeemed upon the admission of new Equity Members. Class A Equity Members shall have all of the voting rights and privileges of the members of the Corporation. Class B Equity Members shall have no voting rights. In the event of any voluntary liquidation, dissolution or winding up of the Corporation (a "Liquidation"), the Class A Equity Members shall be entitled to be paid out of the assets of the Corporation available for distribution, before any payment shall be made to the Class B Equity Members, an amount in cash equal to their capital contributions to the Corporation. If upon any Liquidation the remaining assets of the Corporation available for distribution shall be insufficient to pay the Class A Equity Members their capital contributions in full, then the Class A Equity Members shall share ratably in any distribution of the remaining assets of the Corporation in proportion to their capital contributions to the Corporation, and the Corporation shall not make or agree to make any payments to the Class B Equity Members. Notwithstanding the foregoing, in the event, the remaining assets of the Corporation available for distribution are sufficient to pay the Class A Equity Members their capital contributions in full, any remaining assets of the Corporation available for distribution, after paying the Class A Equity Members, shall be shared ratably among the Class B Equity Members in proportion to their capital contributions. Furthermore, in the event the remaining assets of the Corporation available for distribution are sufficient to pay the Class A Equity Members and Class B Equity Members their capital contributions in full, any remaining assets of the Corporation

available for distribution, after paying both the Class A Equity Members and Class B Equity Members, shall be contributed to the non-profit organization(s) selected by the Corporation's Board of Directors. "

4. Member Approval: Two-thirds (2/3) of the Equity Members entitled to vote approved this Amendment.
5. All other articles and provisions of the Articles of Incorporation as amended on February 23, 2011, remain the same.

The undersigned has executed these Articles of Amendment on the 24th day of Jan., 2014.

COVE CAY COUNTRY CLUB, INC.

By: 
Bob Whidden, President