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December 13, 2004

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

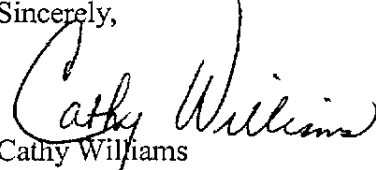
Re: **Butler Bay Association, Inc.**
Articles of Amendment to Articles of Incorporation

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Amendments to Articles of Incorporation for the above-referenced corporation. Please file the original, conform the copy and return it to me in the enclosed self-addressed, stamped envelope. Also enclosed is a check in the amount of \$35.00 payable to the Secretary of State to cover the filing fee.

If you have any questions, please contact me.

Sincerely,


Cathy Williams
Legal Assistant to C. John Christensen

/caw
Encls.



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ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF BUTLER BAY ASSOCIATION, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED OFFICERS of the BUTLER BAY ASSOCIATION, INC., the not-for-profit Florida corporation organized and existing to operate and maintain the LAKE BUTLER ESTATES, BUTLER BAY UNIT I, BUTLER BAY UNIT TWO, BUTLER BAY UNIT THREE subdivisions, pursuant to the Amendments to and Consolidation of Declarations of Covenants, Conditions and Restrictions for Lake Butler Estates and Supplemental Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit I, the Supplemental Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Two, and the Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Three, respectively, as amended (the "Declarations"), as filed in O.R. Book 3454, Pages 1086-1104, O.R. Book 3474, Pages 798-816, and O.R. Book 3808, Pages 1478-1500, et. seq., respectively, of the Public Records of Orange County, Florida, and pursuant to the Articles of Incorporation, as amended, as filed in O.R. Book 6558, Pages 974-980, Public Records of Orange County, Florida, hereby certify and confirm that the amendments attached hereto were approved by not less than seventy-five percent (75%) of the entire Association membership executing consents voting for the amendments, pursuant to Section 617.070(4), Florida Statutes (2003), as set forth below. The undersigned certify that the amendments were proposed and adopted in accordance with the subdivision documents, and applicable law. The number of votes was sufficient for adoption.

Executed this 6th day of December 2004.

Signed, sealed and delivered
in the presence of witnesses:

Kim Mikitka
Print KIM MIKITKA

Jill C. Enides
Print JILL C. ENIDES

Kim Mikitka
Print KIM MIKITKA

Jill C. Enides
Print JILL C. ENIDES

BUTLER BAY ASSOCIATION,
INC.

By: Ray Benjamin
Address 12137 CRESCENT COVE CT.
WINDERMERE, FL 34786
President

ATTEST:

By: Edgar L. Jarvis
Print Edgar L. Jarvis
Address 1735 Lake Roberts CT
WINDERMERE FL 34786
Secretary

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Ray Benjamin and Edgar L. Jarvis (to me personally known) to be the President and Secretary, respectively, of the BUTLER BAY ASSOCIATION, INC., or having produced _____ as identification and did/did not take an oath, and they severally acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said Corporation.

WITNESS my hand and official Seal in the State and County last aforesaid, this 6th day of December, 2004.



Joanne B. Matinrazm
MY COMMISSION # DD084825 EXPIRES
January 16, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

Joanne B. Matinrazm
Notary Public, State of Florida at Large.
Printed Name: Joanne B. Matinrazm
My commission expires:

Attachments

**ARTICLES OF INCORPORATION
OF**

BUTLER BAY ASSOCIATION, INC.

Additions indicated by underlining

Deletions indicated by ~~strike-through~~

Unaffected, omitted, language indicated by ...

ARTICLE III

Purposes and Powers

The Association has been formed as a non-profit corporation to provide for the ownership, maintenance, preservation and architectural control of certain recreational, common and dedicated properties located in a development whose subdivisions are known as LAKE BUTLER ESTATES, BUTLER BAY UNIT I, BUTLER BAY UNIT TWO, BUTLER BAY UNIT THREE, all situate in Orange County, Florida, hereinafter referred to as the "Properties", which terms shall have the same meaning attributable to them as defined in the Amendments to and Consolidation of Declarations of Covenants, Conditions and Restrictions for Lake Butler Estates and Supplemental Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit I, the Supplemental Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Two, and the Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Three, respectively, as amended (the "Declarations") filed in O.R. Book 3454 Pages 1086-1104, O.R. Book 3474, Pages 798-816, and O.R. Book 3808, Pages 1478-1500, et. seq., respectively, of the Public Records of Orange County, Florida.

...

POWERS: The Association shall have all of the common law and statutory powers of a Florida corporation not for profit which are consistent with these Articles and with the Declarations and all of the powers and authority reasonably necessary or appropriate to the operation of recreational, common and dedicated properties serving a residential community including, but not limited to, the following powers:

...

- (g) To dedicate, sell or transfer all or any part of the Common Areas and the Dedicated Areas and any other common area or assets owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members; or to sell the part of the Common Areas and the Dedicated Areas known as the "Recreational Center", within two (2) years of the date of recordation of the amendment adding this clause to this Section (g), to any private party or entity for development of single-family residences thereon, so long as the sales price is not less than \$1,000,000.00. No such dedication, sale or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer signed by the Members holding two-thirds (2/3rds) of the voting rights of all Members has been recorded; provided that, execution of instruments by 75% or more of the membership adopting the amendment authorizing Association sale of the Recreation Center shall constitute the necessary agreement called for by this sentence to the sale of the Recreational Center by the Association acting through its Board of Directors.

...

ARTICLE IX

Membership in Butler Chain Conservation Association

~~Each Member shall become a member of Butler Chain Conservation Association upon becoming a Member of the Association. Dues for membership in Butler Chain Conservation Association shall be paid from the Annual Assessments paid by each Member pursuant to the Declarations and By-Laws of the Association.~~

...

(Renumber subsequent Articles.)

(The remainder of the Articles of Incorporation is unchanged.)

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