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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WATER OAK HOMEOWNERS ASSOCIATION, INC.,
a corporation not for profit**

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These Articles of Amendment to Articles of Incorporation of Water Oak Homeowners Association, Inc., a Florida nonprofit corporation, are made effective this 14th day of November, 2011, by **WATER OAK HOMEOWNERS ASSOCIATION, INC.**, a Florida non-profit corporation (the "Association").

RECITALS:

A. The Association desires to amend its Articles of Incorporation as more particularly described hereafter and these Articles of Amendment were approved on November 14th, 2011 by the affirmative vote of Members holding two-thirds (2/3) of the total votes allocated to the Members of the Association.

NOW THEREFORE, the Association hereby amends its Articles of Incorporation as follows:

1. Article IV, Paragraph A. is hereby amended in its entirety as follows:

A. The Members of the Association shall consist of all owners of platted lots located within Water Oak.

2. The first sentence of Article V, Paragraph A. is hereby amended in its entirety as follows:

Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Lot in which such Member holds the interest required for membership.

3. Article V, Paragraph B. is hereby deleted in its entirety.

4. Article VI, Paragraph A. is hereby amended in its entirety as follows:

A. The affairs of the Association shall be managed by a Board of Directors consisting of not less than five (5) nor more than nine (9) directors who shall each be members of the Association. At the first election of the Board of Directors following December 31, 2011, the three (3) Directors receiving the highest number of votes shall serve for a term of two (2) years, and the remaining Directors shall serve for terms of one (1) year. In the event that the respective terms of the Directors cannot be

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determined in accordance with the preceding sentence, then immediately following such election, such terms shall be determined by a majority of the Directors who are then in office. Thereafter, all Directors shall be elected to terms of two (2) years each. The number of Directors to serve in any given year shall be determined by the Board of Directors within fourteen (14) days following the date that the Association's Nominating Committee provides its list of nominees for that year's election of Directors. In the event that the total number of Directors shall fluctuate from year to year, a majority of the Directors shall have the right to determine whether the terms of incoming Directors shall be one (1) or two (2) years; provided however, staggered terms for all Directors shall be maintained as close to the above-stated ratio as is reasonably practical.

5. Article VI, Paragraph B. is hereby deleted in its entirety.
6. The last sentence of Article VII, Paragraph A. is hereby deleted in its entirety.
7. Article X is hereby amended in its entirety as follows:

ARTICLE X. AMENDMENTS

These Articles and the Bylaws may be altered, amended or repealed by Members holding not less than a majority of the votes allocated to the Members present in person or by proxy at a meeting of the Association at which a quorum of the Members is present.

8. Article XI is hereby deleted in its entirety.
9. Article XIV is hereby amended in its entirety as follows:

ARTICLE XIV. DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner: (i) the common areas shall be dedicated to St. Johns County, Florida, if such county is willing to accept such dedication; and (ii) the remaining assets shall be distributed among the Members as tenants in common, with each Member's share of the assets to be determined in accordance with such Member's voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by a unanimous vote of the Board of Directors, and thereafter approved by Members holding two-thirds (2/3) of the total voting rights allocated to the Members of the Association.

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10. Except as specifically amended hereby, the Articles of Incorporation otherwise shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has executed these Articles of Amendment to Articles of Incorporation effective the date first above written.

**WATER OAK HOMEOWNERS
ASSOCIATION, INC.,** a Florida nonprofit
corporation

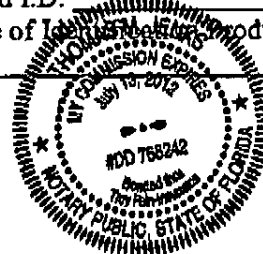
By: Susan J. Painter
Name Printed: Susan J. Painter
Title: PRESIDENT

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 14th day of November, 2011, by SUSAN J. PAINTER as PRESIDENT of **WATER OAK HOMEOWNERS ASSOCIATION, INC.,** a Florida nonprofit corporation, on behalf of the corporation.

Thomas M. Sewell
Notary Public, State of Florida at Large
Name Printed: Thomas M. Sewell
Commission # _____
My Commission Expires: _____
He/she is: [check one]
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