

Division of Corporations

W5000030623

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

4/5 amend

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000082942 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0383

MJH

From:

Account Name : BARNES WALKER, CHARTERED
Account Number : 102371002705
Phone : (941)741-8224
Fax Number : (941)708-3225

W05-30623

RECEIVED

05 APR -5 AM 3:01

DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

VILLAGE OAKS OF WAUCHULA, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$25.00

05 APR -5 PM 12:26

Electronic Filing Menu

Corporate Filing

Public Access Help

(((H05000082942 3)))

**ARTICLES OF AMENDMENT
OF
VILLAGE OAKS OF WAUCHULA, LLC**

1. The Articles of Organization of VILLAGE OAKS OF WAUCHULA, LLC, were filed on March 28, 2005, and assigned document number L05000030623.

2. Article V is hereby amended to read as follows:

**"ARTICLE V
Management**

A. The Company is to be managed by Managers who will generally serve from annual meeting to annual meeting of the Members or until a replacement is qualified and elected. The initial Managers, however, shall serve until the organizational meeting of the Company and are identified as follows:

GEORGE W. RAUCH, III, whose address is 6670 Gulf of Mexico Drive, Longboat Key, Florida 34228.

WILLIAM D. GAMBILL, II, whose address is 715 Lands End Drive, Longboat Key, Florida 34228.

B. Each Manager, without the consent of the other, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, without further consent of any Member, including, but not limited to:

1. Refinance, mortgage, pledge, or otherwise encumber Company property, or;

2. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or regulations, or;

3. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;

4. Hire, terminate, or modify the terms of employment of any Manager, or;

5. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

E:\GTB\Gamble\Amendment to Articles.doc

(((H05000082942 3)))

(((H05000082942 3)))

6. Invest in the debt or equity of any other entity, or;
7. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.
8. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;
9. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managers, or;
10. Modify the duration of this Company, or;
11. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
12. Amend this Article V, or;
13. Dissolve or terminate the existence of this Company, or;
14. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on April 5, 2005.


WILLIAM D. GAMBILL, II, Member


GEORGE W. RAUCH, III, Manager

(((H05000082942 3)))