

File no 1440-007-01-18

N00000008140

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BASIC AMENDMENT

TORTOISE CAY AT ST. LUCIE WEST RESIDENTS' ASSOCIATIO

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Page Count	01
Estimated Charge	\$43.75

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
TORTOISE CAY AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC.
(a Florida corporation Not-for-Profit)

Document No. N00000008140

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

I the undersigned, being the President of TORTOISE CAY AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Members by written consent as authorized under Article XIII (A)(2) of the Articles of Incorporation for the corporation named herein:

AMENDMENT

Article II is amended to read as follows:

The name of this corporation is THE VINEYARDS AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

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

IN WITNESS WHEREOF, I hereby set my hand and seal this 30th day of May, 2002.

By: [Signature]
Philip Petruzzeli, President

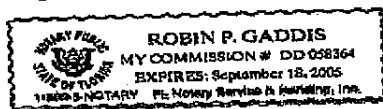
[Corporate Seal]

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME personally appeared PHILLIP PETRUZZELI, to me well known and known to me to be the person described in an who executed the foregoing ARTICLES OF AMENDMENT as President of TORTOISE CAY AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC., and severally acknowledged to and before me that he executed said instrument for the purposes therein expressed. He is personally known to me, or has produced _____ as identification.

WITNESS my hand and official seal this 30 day of May, 2002, in the aforesaid County and State.

[Notary Seal]



[Signature]
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

H020001677218

TORTOISE CAY AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC.

MEMBERS' WRITTEN CONSENT TO ACTION

Pursuant to Article XIII(A)(2) of the Articles of Incorporation, the undersigned, being all of the Members of TORTOISE CAY AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC. (the "Company"), hereby consent to the adoption of the following resolution:

RESOLVED that the name of the Company be changed to THE VINEYARDS AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC. and the President, acting alone or with any other officer of the Company be and he is hereby irrevocably authorized, empowered and directed to execute all documents necessary to effect this name change including, but not limited to filing Articles of Amendment and amending the Bylaws.

IN WITNESS WHEREOF, the undersigned, constituting all of the Members of the Company, have executed this written consent to action on the 30th day of May, 2002.

HANOVER HOMES, INC.

By: 

Phillip G. Petruzzelli, President

CORE COMMUNITIES, LLC as successor by Merger to ST. LUCIE WEST DEVELOPMENT, CORP.

By: 

Ats: James H. Anderson,
Vice President.

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TORTOISE CAY AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC.

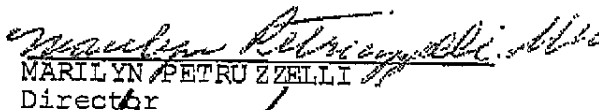
DIRECTORS' WRITTEN CONSENT TO ACTION

Pursuant to Article XIII(A)(2) of the Articles of Incorporation, the undersigned, being all of the members of the Board of Directors of TORTOISE CAY AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC. (the "Company"), hereby consent to the adoption of the following resolution:

RESOLVED that the name of the Company be changed to THE VINEYARDS AT ST. LUCIE WEST RESIDENTS' ASSOCIATION, INC. and the President, acting alone or with any other officer of the Company be and he is hereby irrevocably authorized, empowered and directed to execute all documents necessary to effect this name change including, but not limited to filing Articles of Amendment and amending the Bylaws.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Company, have executed this written consent to action on the 30th day of May, 2002.


PHILIP PETRUZZELLI
Director


MARILYN PETRUZZELLI
Director


STEVEN TALERICO
Director


DAVID TALERICO
Director


HENRY TALERICO
Director

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