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BASIC AMENDMENT

KEMPTON PARK AT GRAND OAKS NEIGHBORHOOD ASSOCIATION,

Certificate of Status	1
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AMEND
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**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION FOR
KEMPTON PARK AT GRAND OAKS NEIGHBORHOOD ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)**

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

FIRST: Amendment adopted:

The Articles of Incorporation for KEMPTON PARK AT GRAND OAKS NEIGHBORHOOD ASSOCIATION, INC., filed with the Florida Secretary of State on February 28, 2001 are hereby amended as follows:

SECOND: Section 18 is hereby added to the Articles of Incorporation as follows:

18. HUD/VA Provisions. So long as required in connection with HUD and/or VA financing of the purchase of Homes, the following provisions shall supersede other provisions herein to the contrary:

- 18.1. Every person or entity who is an Owner of a Home shall be entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Home.
- 18.2. If the Association is dissolved, the assets of the Association shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes to the Association.
- 18.3. In addition to any other requirements set forth herein, amendment of these Articles of Incorporation shall also require the approval of at least two-thirds (2/3) of the Owners.
- 18.4. In addition to any other requirements set forth herein, annexation of additional property into Kempton Park at Grand Oaks, mergers and consolidations, mortgaging of the Common Areas, dissolution and any amendment of these Articles which materially affects the rights of Owners shall require the prior approval of HUD and/or VA, as applicable at any time there is a Class B membership.

THIRD: The date of adoption of the amendment was April 13th, 2001.

FOURTH: The Amendment to Articles of Incorporation were approved by all of the members entitled to vote on April 13th, 2001. This amount was sufficient to adopt the amendment.

Dated: April 15th, 2001.

The undersigned being a member of the Board of Directors of KEMPTON PARK AT GRAND OAKS NEIGHBORHOOD ASSOCIATION, INC., and the President thereof.

Betty D. Valenti
Betty Valenti, Director and President of
KEMPTON PARK AT GRAND OAKS
NEIGHBORHOOD ASSOCIATION, INC.
{ Corporate Seal }