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Barry J. Gazzard 2158 Wintermere Pointe Drive Winter Garden Florida 34787

January 25, 2002.

Amendment Section Division of Corporations PO Box 6327 Tallahassee FL 32314

000004833230--8 -01/29/02--01033--004 *****43.75 *****43.75

Dear Sir/Madam,

Attached please find Articles Of Amendment for Sunowners Cooperative Association I, Inc., together with our check in the amount of \$43.75 for the amendment (\$35) and for one certified copy of the amendment (\$8.75).

Best Wishes,

Barry J. Gazzard Member

Tel: (407) 905-9637

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ARTICLES OF AMENDMENT to

ARTICLES OF INCORPORATION

Sunowners Cooperative Association I, Inc.

(present name)

(Document Number of Corporation (If known)

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

FIRST: Amendment(s) adopted:

Article I amended as follows:

ARTICLE I

Name

1. The name of the corporation is The Holiday Club Cooperative Association I, Inc. For convenience this corporation will be referred to as the "Association". The defined terms used in these Articles of Incorporation shall have the same meanings as set forth in the Bylaws of The Holiday Club Cooperative Association I, Inc.

Article II amended as follows:

ARTICLE II

Purposes

- 1. The purposes for which the Association is organized is to manage, operate and maintain a timeshare cooperative to be known as The Holiday Club Cooperative I ("Cooperative") in accordance with the Bylaws for The Holiday Club Cooperative Association I, Inc. ("Bylaws"), and for any lawful purpose. All terms used in these Articles of Incorporation will have the same meaning as the identical terms utilized in the Bylaws, unless the context otherwise requires.
- 2. The Association will be a nonprofit corporation and will have no capital stock and will make no distribution of income of profit to its members, directors or officers.

SECOND: The date of adoption of the amendment(s) was: January 25, 2002.

THIRD: Adoption of

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Barry & Gazzard

President January 25, 2002