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Amend/CC
⑩ 5/7/12

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May 1, 2012

Florida Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Amendment for University Place Neighborhood Association, Inc.

Dear Division:

Enclosed are:

1. Original executed Articles of Amendment, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF UNIVERSITY PLACE NEIGHBORHOOD ASSOCIATION, INC.**

The undersigned officer of University Place Neighborhood Association, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, hereby certifies that the following amendment to the Articles of Incorporation was proposed and approved by majority vote of the Board of Directors, and approved by vote of not less than two-thirds of the voting interests of the entire membership of the Association at a special meeting held on April 16, 2012. The number of votes cast in favor of the adoption of the amendment was sufficient for approval under the terms of the Articles of Incorporation of the Association, and applicable law.

(Additions indicated by underlining, deletions by —, omitted, unaffected language by...)

ARTICLE IX. AMENDMENTS

9.1 Amendments: Amendments to these Articles shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than twenty (20%) percent of the total voting interests of the Association.

(c) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than a majority of the entire membership of the Board of Directors and by vote of not less than two-thirds (2/3rds) of the voting interests of the members represented in person or by proxy at a duly noticed membership meeting at which a quorum of the membership is attained.

(d) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Manatee County, Florida.

~~These Articles may be altered, amended or modified upon the affirmative vote of the owners of two-thirds (2/3) of the lots in the Neighborhood. Provided, however, that these Articles may be altered, amended or modified by Developer, or its Successor as such Developer, during the time that Developer has the right to and does control the Association in accordance with the Covenants. Amendments may be proposed by resolution of the Board of Directors or by the owners of any three lots. Provided however, that no amendment affecting the Developer, or its successors or assigns as the developer of the Neighborhood, as defined in the Covenants, shall be effective without the prior written consent of the Developer, its successors or assigns as such Developer. Provided, further, that no amendment shall make any change in the qualification for membership nor the voting rights of members without the approval of all members. No amendment shall be made which is in conflict with the Covenants.~~

In witness whereof, University Place Neighborhood Association, Inc., has caused this Certificate to be executed in its name this 23 day of April, 2012.

University Place Neighborhood Association, Inc.

Michael Wackerbauer
By: Michael Wackerbauer, President

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