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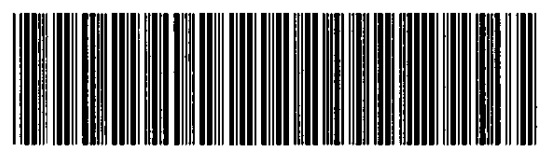
(Business Entity Name)

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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
09 SEP 28 AM 11:48

Amend
@ 9/29/09



LIBERIS & ASSOCIATES P.A.
ATTORNEYS AT LAW

Richard M. Beckish, Jr.*
Bruce C. Fehr**
Charles S. Liberis
Gene E. Mitchell***
David L. Powell*

*Admitted in Alabama
**Admitted in California
***Board Certified Criminal Trial Lawyer

Reply to:
212 West Intendencia Street
Pensacola, FL 32502
Phone: (850) 438-9647
Fax: (850) 433-5409

September 14, 2009

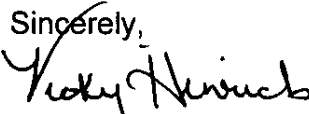
Florida Department of State
Amendment Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Hernando Oaks Master Association, Inc.

Dear Division of Corporation:

Enclosed is the original Articles of Amendment to Articles of Incorporation of Hernando Oaks Master Association, Inc. to be filed with Florida Department of State, along with our check number #6368 representing the filing fee.

Should you have any questions, please contact our office.

Sincerely,

Vicky Hrichs
Paralegal to the Firm

/vh
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 18, 2009

LIBERIS & ASSOCIATES P.A.
% VICKY HIHRICHS
212 WEST INTENDENCIA STREET
PENSACOLA, FL 32502

SUBJECT: HERNANDO OAKS MASTER ASSOCIATION, INC.
Ref. Number: N02000007349

We have received your document for HERNANDO OAKS MASTER ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 309A0003080

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 SEP 28 AM 8:00

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TALLAHASSEE, FLORIDA
09 SEP 28 AM 11:48

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HERNANDO OAKS MASTER ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following amendment to its Articles of Incorporation, at a duly called meeting of its Board of Directors held on the 12th day of September 2009. There are no members entitled to vote on the amendment and were adopted by the Board of Directors.

AMENDMENT ADOPTED

In order to clarify the provisions of the Articles of Incorporation and make them consistent with the Declaration, Article VIII is deleted in its entirety and is hereby amended to read as follows:

**ARTICLE VIII
MEMBERSHIP AND VOTING RIGHTS IN THE MASTER ASSOCIATION;
BOARD OF DIRECTORS OF THE MASTER ASSOCIATION**

Section 1. **Membership.** Each Owner shall be a member of the Master Association, subject to and bound by the Association's Articles of Incorporation, Bylaws, Rules and Regulations, and this Declaration. The forgoing does not include persons or entities who hold a leasehold interest or interest merely as security for the performance of an obligation. Ownership shall be the sole qualification for membership. When any Owner of record is two or more persons or other legal entities, all such persons or entities shall be members, but multiple ownership shall not result in additional voting rights. An Owner of more than one Lot or Dwelling Unit shall be entitled to one membership for each Lot or Dwelling Unit owned. An Owner of a Parcel shall be entitled to one membership for each Dwelling Unit that may be constructed on the Parcel in accordance with the HERNANDO OAKS Documents. Membership shall be appurtenant to, and may not be separated from any ownership, which is subject to assessment, and it shall be automatically transferred by conveyance of that Lot, Dwelling Unit, or Parcel. The Developer shall also be a member so long as it owns one or more Lots, Dwelling Units, or Parcels.

Section 2. **Voting Rights.** The Association shall have two (2) classes of voting membership:

A. **Class A.** So long as there is Class B Membership, Class A Members are all Owners except the Developer. Class A Members are entitled to one (1) vote each, except as herein provided regarding the Developer. Upon termination of Class B Membership, Class A Members are all Owners, including Developer so long as Developer is an Owner.

B. Class B. The Class B Member is Developer who is entitled to three (3) votes for each Developer-owned Lot, Dwelling Unit or parcel existing or ultimately planned or proposed for development within all phases of the Project. The provisions of Article VII, Section 5 of the Declaration exempting portions of the Property owned by the Developer from the Assessments do not affect the calculation of the Class B Member's voting rights under this paragraph. The Class B membership will cease and be converted to Class A membership upon the happening of the first to occur of the following events: (i) when ninety percent (90%) of all Lots, Dwelling Units or Parcels ultimately planned for development within all phases of the Project have been conveyed to Owners other than Developer, Builders and Developer's designated successors and assigns; (ii) twenty (20) years from the recording date of this Declaration; or (iii) the effective date of the Developer's written waiver of the Class B voting rights.

Section 3. **Voter Representative.** In the event that a member's Lot or Dwelling Unit is represented by a Homeowners Association, then in that event, the vote of such lot or Dwelling Unit owner shall be through the President or such other representative of The Homeowners Association as may be designated, in writing, to the Corporation by the Board of Directors of The Homeowners Association (The "Voter Representative"). Each Homeowners Association shall have that number of votes to cast corresponding to the total number of Lots and Dwelling Units owned by its members. All notices and official communication from the Corporation to The Homeowners Association shall be through the Voter Representative. Only the Voter Representative shall have the right to attend and participate in meeting of the Corporation members.

Section 4. **Transition of Control.** Any other provision of this Article to the contrary notwithstanding, Owners other than Developer and Builders shall be entitled to elect at least a majority of the members of the Board not later than the earliest of the events specified in Article VIII, Section 2.A., above. Developer shall be entitled to elect at least one member of the Board as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots, Dwelling Units or parcels in all phases of the Project. After Developer relinquishes control of the Association, Developer may exercise the right to vote any Developer-owned voting interests in the same manner as may other Owners, except for purposes of reacquiring control of the Association or selecting a majority of the members of the Board; provided, however, the Class B membership shall be automatically reinstated at any time before the expiration of twenty (20) years from the recording date of the Declaration if additional Lots or lands to be developed into Lots, Dwelling Units, or Parcels owned by the Class B Member are annexed into the Association as permitted by the Declaration in sufficient numbers to restore a ratio of at least one (1) Class A vote to three (3) Class A votes in the overall area subject to the Declaration.

Section 5. **Board of Directors.** The Master Association shall be governed by a Board of Directors which shall be appointed, designated or elected, as the case may be, as set forth in the Articles of Incorporation of the Master Association.

(SIGNATURES ON FOLLOWING PAGE)

IN WITNESS WHEREOF, Developer has executed this Declaration the date first stated above.

HERNANDO OAKS MASTER ASSOCIATION, INC.
a Florida non-profit corporation

WITNESS:

Vicky L. Hinrichs
Printed Name: Vicky L. Hinrichs

Glenda Thompson
Printed Name: Glenda Thompson

Allison M. Davis
Printed Name: Allison M. Davis

Patrick G. Rooney
Printed Name: Patrick G. Rooney

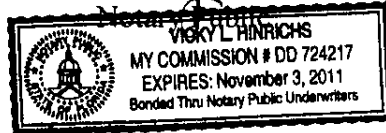
By: [Signature]
Charles S. Liberis
Its: President

By: [Signature]
Jeannie R. Rennspies
Its: Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12th day of September, 2009, by Charles S. Liberis, as President of Hernando Oaks Master Association, Inc., a Florida non-profit corporation, on behalf of the company. He is personally known to me.

Vicky L. Hinrichs



STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12th day of September, 2009, by Jeannie R. Rennspies, as Secretary/Treasurer of Hernando Oaks Master Association, Inc., a Florida non-profit corporation, on behalf of the company. She is personally known to me.



Vicky L. Hinrichs
Notary Public