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BASIC AMENDMENT

ALAFAYA VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

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Page Count	02
Estimated Charge	\$43.75

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Baker & Hostetler LLP
200 S. Orange Ave., Suite 2300
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AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ALAFAYA VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

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04 MAR -4 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Florida Statutes, Section 617.1006, the undersigned does hereby make, swear to, adopt and file this Amendment to Articles of Incorporation of ALAFAYA VILLAGE PROPERTY OWNERS ASSOCIATION, INC. (the "Corporation"), which Corporation was incorporated in the State of Florida on August 22, 2003.

1. The Board of Directors of the Corporation have approved to amend the Articles of Incorporation to change Article V and Article X. Therefore, Article V and Article X of the Articles of Incorporation shall be deleted in their entirety and, in lieu thereof, there shall be substituted the following:

"ARTICLE V
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Common Areas, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

This Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. ~~40-095-8279~~ requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions and Restrictions for Alafaya Village which relate to the surface water or stormwater management system.

This Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

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ARTICLE X
Dissolution

The Association may be dissolved with the unanimous vote of the Members in favor of dissolution evidenced by the signature of each Member. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation."

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was adopted on DECEMBER 30 2003, by the Written Consent of the Board of Directors of the Corporation, and the number of votes cast for such amendment was sufficient for approval.

DATED as of the 30th day of DECEMBER 2003.

ALAFAYA VILLAGE PROPERTY
OWNERS ASSOCIATION, INC.

By: H. Blaine Strickland
H. Blaine Strickland, President