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SATURNIA FALLS HOMEOWNERS ASSOCIATION, INC.**

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SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SATURNIA FALLS HOMEOWNERS ASSOCIATION, INC.,
a Florida Not For Profit Corporation

The undersigned, pursuant to Section 617.1002, Florida Statutes, and the provisions of Article XIII of the Articles of Incorporation of SATURNIA FALLS HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (the "Corporation"), do hereby certify as follows:

FIRST: The name of the Corporation is Saturnia Falls Homeowners Association, Inc.

SECOND: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 4, 2004, under Document Number N04000004452 (the "Articles").

THIRD: Section 3 of Article I of the Articles is hereby deleted and replaced in its entirety as follows:

"Association" means Riverstone at Naples Homeowners Association, Inc., a Florida corporation not for profit. Association is NOT a condominium association and is not intended to be governed by Chapter 718, Florida Statutes (the Condominium Act).

FOURTH: Article II of the Articles is hereby deleted and replaced in its entirety as follows:

ARTICLE II
NAME

The name of the corporation shall be RIVERSTONE AT NAPLES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, whose principal address and mailing address is 1600 Sawgrass Corporate Parkway, Suite 400, Sunrise, Florida 33323, or at such other place as may be designated, from time to time, by the Board of Directors.

FIFTH: All references in the Articles to "Saturnia Falls" are hereby amended to read "Riverstone at Naples".

SIXTH: All references in the Articles to "Saturnia Falls Documents" are hereby amended to read "Riverstone at Naples Documents".

SEVENTH: These Articles of Amendment were adopted as of the date set forth below.

EIGHTH: These Articles of Amendment were adopted by Declarant pursuant to Article XIII

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which provides that: "Prior to the First Conveyance, these Articles may be amended only by an instrument in writing signed by the Declarant and filed in the Office of the Secretary of State of the State of Florida." The First Conveyance has not occurred.

Dated this 14th day of July, 2011.

G.L. HOMES OF NAPLES ASSOCIATES II, LTD.,
a Florida limited partnership

By: G.L. Homes of Naples II Corporation, a Florida
corporation, its general partner

By:  V.P.
Alan J. Fant, Vice President