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LANDINGS AT HERITAGE ON THE WATER HOMEOWNERS ASSOCIA

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**ARTICLES OF AMENDMENT TO SECRETARY OF STATE
ARTICLES OF INCORPORATION OF TALLAHASSEE, FLORIDA
LANDINGS AT HERITAGE ON THE WATER HOMEOWNERS ASSOCIATION, INC.**

The original Articles of Incorporation of the corporation now known as Landings at Heritage on the Water Homeowners Association, Inc. were filed with the Florida Department of State ("DOS") on August 20, 2004, and are recorded in OR Book 7015, at pages 1708-1712 of the public records of Polk County, Florida. A first Amendment to the Articles of Incorporation was filed with DOS on January 27, 2006, and is recorded in OR Book 7015, at pages 1713-1715 of the public records of Polk County, Florida. A second Amendment to the Articles of Incorporation was filed with DOS on October 17, 2006, and is recorded in OR Book 7021, at pages 1477-1479 of the public records of Polk County, Florida.

Article X of the Articles of Incorporation, as amended, provides that amendments to the Articles of Incorporation may be passed at a meeting at which they are to be considered by approval of not less than two-thirds (2/3) of the votes of the members of Landings at Heritage on the Water voting at the meeting. As of the date of this Amendment Heritage-Lakeland, LC owns one hundred percent (100%) of all of the lots in the Heritage on the Water development. Accordingly, Heritage-Lakeland, LC is the sole member of Heritage on the Water.

Pursuant to the authority granted to the sole member of Landings at Heritage on the Water, as set forth above, and also pursuant to Section 617.1006, Florida Statutes, Landings at Heritage on the Water Homeowners Association, Inc. hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. **Name of the Corporation.** The name of the corporation is Landings at Heritage on the Water Homeowners Association, Inc.
2. **Amendment of Article IV.** Article IV of the Articles of Incorporation is hereby amended to read as follows:

Article IV
Powers

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Association and, in addition, all powers set forth in the conveyances of individual large parcels. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including but not limited to, the following:

1. To own, by purchase or otherwise, and convey personal and real property, and to otherwise hold, maintain, repair, operate, lease, or otherwise dispose of any properties it may acquire.

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2. To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

3. To assess members and to enforce assessments, and to otherwise fix, levy and collect assessments (whether they be annual or special), to defray the costs, expenses and losses of its operation and to ensure compliance with its rule and regulations.

4. To acquire liens against all Lot owners for assessments.

5. To subordinate, in its sole discretion, any liens acquired by the Association.

6. To use the proceeds of assessments in the exercise of its powers and duties.

7. To establish and amend rules and regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members.

8. To enforce any regulations, restriction or limitations imposed by deed, plat, site plan, or otherwise on the land within Heritage on the Water.

9. To enforce by legal means the rights of the Association and the provision of these Articles, the By-Laws of the Association, the deed restrictions for Heritage on the Water, and all rules and regulations for the construction, maintenance, and use of the properties of the members.

10. To sue and be sued as a corporation, under the laws of Florida.

11. To contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

12. To construct and maintain improvements on its property and to reconstruct improvements after casualty.

13. To borrow money and to mortgage, pledge, or otherwise hypothecate any of all of its personal property as security for money borrowed or debts incurred.

14. To purchase insurance for its properties and insurance for the protection of the Association, its Officers, Directors, and its members.

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15. To manage, operate and maintain any of the Association properties, to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Association.

16. To employ personnel to perform the services required to carry out the purposes of this Association.

17. To participate in mergers or consolidations with other non-profit corporations organized for similar purposes and to annex additional properties to the properties subject to the jurisdiction of this Association.

18. All funds, except such portions thereof as are expended for the expense of the Association, shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-laws of the Association.

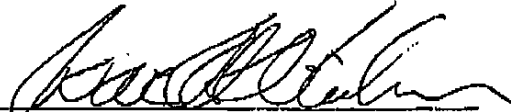
19. To take any other action necessary for the purposes for which this Association is organized.

3. References to Development. The Articles of Incorporation are hereby amended such that all references to "Heritage on the Water" are instead references to the development known as "Landings at Heritage on the Water".

4. Date of Amendment. The date of adoption of this Amendment to the Articles of Incorporation was June 28, 2007.

5. Adoption of Amendments. These Articles of Amendment to the Articles of Incorporation were adopted by the sole member of Landings at Heritage on the Water Homeowners Association, Inc., and the number of votes cast for the Amendment was sufficient for approval, pursuant to Article X of the Articles of Incorporation.

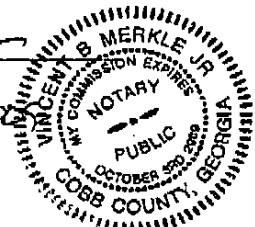
DATED this 27 day of June 2007.


Howe D. Whitman, Chairman of the Board of Directors of Landings at Heritage on the Water Homeowners Association, Inc.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 27th day of June 2007, by Howe D. Whitman, who is personally known to me or who produced his current driver's license as identification.


Notary Public
My Commission Expires: 10/3/2008



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