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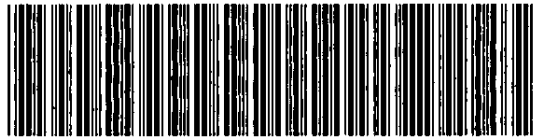
(Business Entity Name)

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FILED
2010 MAY 12 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & N/C

TB

MAY 14 2010

Bank of America Tower
50 North Laura Street, Suite 2600
Jacksonville, Florida 32202
Tel: 904 598-6100
Fax: 904 598-6300
www.sgrlaw.com

SMITH, GAMBRELL & RUSSELL, LLP
Attorneys at Law

Pamela M. Brown
Direct Tel: 904-598-6136
Direct Fax: 904-598-6236
PBrown@sgrlaw.com

April 30, 2010

VIA FEDERAL EXPRESS

Amendment Section
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

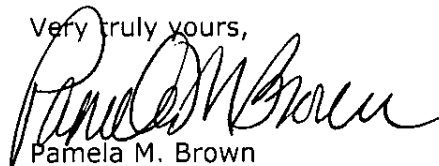
Re: Articles of Amendment to Articles of Incorporation of Magnolia Plantation on St.
Andrews Bay Condominium Association, Inc.

Dear Sir or Madam:

I have enclosed Articles of Amendment to Articles of Incorporation of Magnolia Plantation on St. Andrews Bay Condominium Association, Inc. to be filed with the Florida Department of State. I have also enclosed a check in the amount of \$35.00 representing the filing fees for the Articles of Amendment.

Please contact me if you have any questions or comments.

Very truly yours,



Pamela M. Brown

Enclosures

Bank of America Tower
50 North Laura Street, Suite 2600
Jacksonville, Florida 32202
Tel: 904 598-6100
Fax: 904 598-6300
www.sgrlaw.com

SMITH, GAMBRELL & RUSSELL, LLP
Attorneys at Law

Pamela M. Brown
Direct Tel: 904-598-6136
Direct Fax: 904-598-6236
PBrown@sgrlaw.com

May 11, 2010

VIA FEDERAL EXPRESS

Amendment Section
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Amendment to Articles of Incorporation of Magnolia Plantation on
St. Andrews Bay Condominium Association, Inc.

Dear Sir or Madam:

I have enclosed the revised Articles of Amendment to Articles of Incorporation of Magnolia Plantation on St. Andrews Bay Condominium Association, Inc. to be filed with the Florida Department of State.

I have also enclosed your letter dated May 6, 2010, regarding the required changes to these Articles of Amendment prior to filing with the Florida Division of Corporations. Please accept and file these Articles of Amendment as soon as possible.

Please contact me if you have any questions or comments.

Very truly yours,



Pamela M. Brown

Enclosures

SGRJAX\164784.1





FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 6, 2010

PAMELA M BROWN
SMITH, GAMBRELL & RUSSELL, LLP
50 N LAURA ST STE 2600
JACKSONVILLE, FL 32202

SUBJECT: MAGNOLIA PLANTATION ON ST. ANDREWS BAY CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: N04000011377

We have received your document for MAGNOLIA PLANTATION ON ST. ANDREWS BAY CONDOMINIUM 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):

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 510A00011449

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAGNOLIA PLANTATION ON ST. ANDREWS BAY
CONDOMINIUM ASSOCIATION, INC.
a Florida corporation not for profit**

FILED
2010 MAY 12 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment to Articles of Incorporation of Magnolia Plantation on St. Andrews Bay Condominium Association, Inc. in accordance with the provisions of Section 617, Florida Statutes, were adopted on April 26, 2010, and the number of votes cast for this Amendment was sufficient for approval *by the members.*

- A. The name of the corporation is Magnolia Plantation on St. Andrews Bay Condominium Association, Inc. The Articles of Incorporation of Magnolia Plantation on St. Andrews Bay Condominium Association, Inc. were filed on December 3, 2004.
- B. The following amendment alters Article I of the Articles of Incorporation and the full text of Article I is amended as follows:

"ARTICLE I. NAME

The name of this Corporation is Waterhaven Owners Association,
Inc."

- C. The following amendment alters Article II of the Articles of Incorporation and the full text of Article II is amended as follows:

"ARTICLE II. TERM OF EXISTENCE

This Corporation is organized for the purpose of providing an entity under the Florida Condominium Act (the "Act") for the operation of a condominium located in Bay County, Florida, known as "Waterhaven, a Condominium", created pursuant to the Declaration of Condominium, as amended from time to time, and shall exist perpetually or until terminated as provided by law."

- D. The following amendment alters Article III of the Articles of Incorporation and the full text of Article III is amended as follows:

"ARTICLE III. ADDRESS OF CORPORATION

The mailing address of the principal office of the Corporation is
4105 Colbalt Circle, Panama City Beach, Florida 32408"

- E. The following amendment alters Article IV of the Articles of Incorporation and the full text of Article IV is amended as follows:

"ARTICLE IV. PURPOSE"

The purpose of this Corporation will be to operate and govern the condominium known as "Waterhaven, a Condominium", located in Bay County, Florida."

- F. The following amendment alters Article VI of the Articles of Incorporation and the full text of Article VI is amended as follows:

**"ARTICLE VI. INITIAL REGISTERED AGENT OFFICE
AND REGISTERED AGENT"**

The street address of the registered office of this Corporation is 4100 Legendary Drive, Suite 200, Destin, Florida 32541, and the name of the registered agent of this Corporation at that address is Dwight Lorenzen."

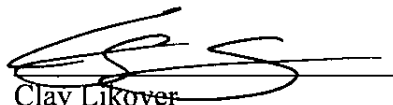
- G. The following amendment alters Article VIII of the Articles of Incorporation and the full text of Article VIII is as follows:

"ARTICLE VIII. INCORPORATOR"

The name of the person signing these articles is Clay Likover, whose address is 2101 Cedar Springs Road, Suite 1400, Dallas, Texas 75201."

- H. The date of this Amendment's adoption is April 26, 2010.

Dated April 28, 2010.



Clay Likover
President of
Magnolia Plantation on
St. Andrews Bay Condominium
Association, Inc.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

**WATERHAVEN OWNERS ASSOCIATION, INC.,
a Florida corporation not for profit**

Having been named as registered agent to accept service of process for Waterhaven Owners Association, Inc., a Florida not for profit corporation, at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 29th day of April, 2010.



Dwight Lorenzen