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ROBIN A. LLOYD, SR. & ASSOCIATES, P.A.

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ROGER W. LAJOIE, OF COUNSEL

June 10, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Verde Ranches Property Owners' Association, Inc.

To Whom It May Concern:

Attached please find the following:

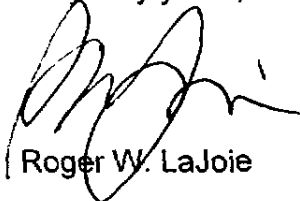
1. Original and one copy of Articles of Amendment for the above Florida Corporation.
2. Check payable to Secretary of State in the amount of \$35.00 to cover the filing fee for the Articles of Amendment.
3. Stamped, self addressed envelope.

After recording of the Articles of Amendment, if you would please file stamp the copy and return it to my attention in the envelope provided it would be appreciated.

Should you wish to discuss, please call me at the above telephone number.

Thank you for your consideration.

Very truly yours,



Roger W. LaJoie

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
VERDE RANCHES PROPERTY OWNERS' ASSOCIATION, INC.
(a Florida Corporation not for profit)

FILED
05 JUN 13 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby submits these Articles of Amendment to the Articles of Incorporation. The Amendments set forth herein were proposed by the Board of Directors and the members at a duly scheduled meeting on May 1, 2005. At that meeting the proposed Amendments were adopted by a unanimous vote of the members entitled to vote, an amount sufficient for approval. The following are the Amendments to the Articles of Incorporation to be read in conjunction with the Articles of Incorporation previously filed on February 14, 2005. In each case the Article being amended is deleted in its entirety from the initial filing and is replaced by the Article as amended herein.

ARTICLE II
PURPOSES AND POWERS

The purposes for which this Corporation is being formed are as follows:

1. The specific and primary purpose for which this Corporation is organized is to provide a governing entity for a property owner's association.
2. The general purposes for which this Corporation is being organized is to provide for all powers and rights of not-for-profit corporations as recognized by Florida Law, Chapter 617.
3. This Corporation is organized and operated exclusively for association and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer of the Corporation.
4. This Corporation shall have and exercise all rights and powers conferred upon similar corporations under the laws of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs 1 through 3 of this Article.
5. Without limiting the powers set forth above, the Corporation, through the Association, shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. John's Water Management District permit no. _____ requirements and applicable rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The 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.

ARTICLE XII
DISSOLUTION OF CORPORATION

This Corporation may be dissolved in the manner provided in Florida Statutes 617, et seq., in any manner permitted by law, or by the affirmative vote of three-fourths (3/4) of the Corporation's voting membership. In the event of termination, dissolution or final liquidation of the Association, the responsibility for 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 by the St. John's Water Management District prior to such termination, dissolution or liquidation.

In all other respects the Articles of Incorporation remain unchanged.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal for the purposes herein expressed this 31 day of May, 2005.



Witness



Karen Swanson, as President and Director

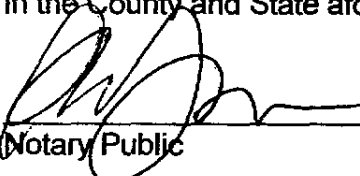


Witness

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority duly authorized to take and administer oaths in the State and County aforesaid, personally appeared Karen Swanson as President and Director of the Corporation, to me well known to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation, and she acknowledged before me that she read the foregoing Articles of Amendment, that she signed the same freely and voluntarily under no duress or undue influence as her own act, that she intends to abide by the terms and conditions therein expressed, that the matters recited are true and the Amendments were adopted by unanimous vote of the Board and the members at a duly scheduled meeting, and that she signed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 31 day of May, 2005.



Notary Public

