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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

STERLING OAK AT LIVE OAK PRESERVE ASSOCIATION, INC.

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
STERLING OAK AT LIVE OAK PRESERVE ASSOCIATION, INC.**

THESE ARTICLES OF AMENDMENT are adopted as of the date shown below.

Article 11 of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE 11. - AMENDMENTS**

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

11.1 A majority of the BOARD shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

11.2 Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of 2/3 of the votes of the entire membership of the ASSOCIATION.

11.4 Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

11.5 If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

11.6 No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members and the joinder of all INSTITUTIONAL LENDERS holding mortgages upon the LOTS. No amendment shall be made that is in conflict with the DECLARATION.

11.7 In addition to the above, so long as DECLARANT appoints a majority of the directors of the ASSOCIATION, DECLARANT shall be entitled to unilaterally amend these ARTICLES and the BYLAWS. Furthermore, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the DECLARANT, unless the DECLARANT shall join in the execution of the amendment, including, but not limited to, any right of the DECLARANT to appoint directors pursuant to Article VII.

11.8 No amendment to these ARTICLES shall be made which discriminates against any OWNER(S), or affects less than all of the OWNERS within the SUBJECT PROPERTY, without the written approval of all of the OWNERS so discriminated against or affected.

11.9 Upon the approval of an amendment to these ARTICLES, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the SUBJECT PROPERTY is located.

This Amendment to the Articles has been adopted by the Members of the ASSOCIATION as of this date, and the number of votes cast for this amendment is sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed and adopted as of this 21<sup>ST</sup> day of SEPTEMBER, 2006.

EH/TRANSEASTERN, LLC a  
Delaware limited liability company

By: 

Joe Hennessy, Tampa Division President

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**STERLING OAK AT LIVE OAK PRESERVE ASSOCIATION, INC.  
WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
IN LIEU OF A SPECIAL MEETING**

The undersigned, constituting all of the members of the Board of Directors of the STERLING OAK AT LIVE OAK PRESERVE ASSOCIATION, INC., a Florida not-for-profit corporation (the "Corporation"), acting by written consent in lieu of a special meeting pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act, hereby consent to the adoption of the following resolutions:

WHEREAS, the Corporation has executed those certain Articles of Incorporation of Sterling Oak At Live Oak Preserve Association, Inc., filed with the Florida Department of State on April 15, 2005.; and


WHEREAS, the Corporation desires to record an amendment to the Articles of Incorporation; and


WHEREAS, the amendment to the Articles of Incorporation is adopted by the Members as of this date, and the number of votes cast for this amendment is sufficient for approval.

RESOLVED, that the amendment to the Articles of Incorporation is hereby adopted by the Corporation.

This Written Consent in Lieu of a Special Meeting may be signed in multiple counterparts and shall take effect immediately as of the date hereinabove set forth when each Director shall have signed at least one (1) copy hereof, regardless of whether any single copy hereof shall bear the signatures of all of the Directors, and this Written Consent in Lieu of a Special Meeting shall be filed with the minutes of the meetings of the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned Directors have signed the Consent as of this 21st day of SEPTEMBER, 2006.

  
Robert D. Krieff

  
Joseph D. Kennedy Jr.

  
Lauren Arcaro

  
Ron Forrest

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