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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

G. Gouffette DEC 20 2007

MELVILLE, SOWERBY & McCARTY, P.L.

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*BOARD CERTIFIED CIVIL TRIAL LAWYER AND
BOARD CERTIFIED BUSINESS LITIGATION LAWYER
**BOARD CERTIFIED REAL ESTATE LAWYER

December 14, 2007

VIA U.S. EXPRESS MAIL

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

Re: Southpointe at Ocean Village Clubhouse Association, Inc.

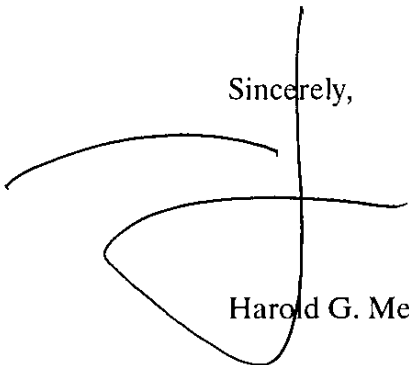
Dear Sir:

Enclosed for filing please find original Articles of Amendment to Articles of Incorporation of the Florida not-for-profit corporation known as Southpointe at Ocean Village Clubhouse Association, Inc. Also enclosed find our check in the amount of \$43.75 representing your fee for filing the enclosed Amendment to Articles and the fee for returning to us a certified copy of same in the enclosed self-addressed stamped envelope.

Please call should you have any questions.

Thank you very much.

Sincerely,

A handwritten signature in black ink, appearing to be 'HGM', written over a vertical line.

Harold G. Melville

HGM/kr
enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SOUTHPOINTE AT OCEAN VILLAGE
CLUBHOUSE ASSOCIATION, INC.**

A Florida Not-for-Profit Corporation

APPROVED
AND
FILED
07 DEC 17 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

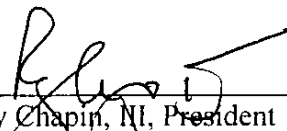
The following provisions of the Articles of Incorporation of SOUTHPOINTE AT OCEAN VILLAGE CLUBHOUSE ASSOCIATION, INC., a Florida not-for-profit corporation, filed in Tallahassee on June 13, 2005, be and hereby are amended in the following particulars:

ARTICLE III - Purpose

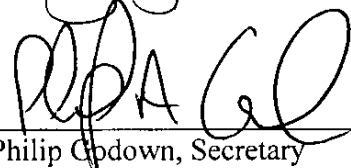
The corporation is generally organized for any lawful purposes not for pecuniary profit for which corporations may be incorporated in this jurisdiction under the Florida Not-For-Profit Corporation Act. Specifically, this corporation is organized for the purpose of providing an entity for the ownership, management and operation of a clubhouse and swimming pool facility located in the Southpointe area of Ocean Village, a complex of residential dwelling units which is located in St. Lucie County, Florida. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 617.

The foregoing amendment was adopted by the Member(s) and Directors of the Corporation on the 4 day of December, 2007.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 4 day of December, 2007.



Roy Chapin, Jr., President



Philip Codown, Secretary

STATE OF FLORIDA

COUNTY OF ST. Lucie

Before me, the undersigned authority, personally appeared Roy Chapin, III, as President, who executed the foregoing Articles of Amendment, acknowledged before me that he executed such instrument for the purposes therein stated, and who produced his driver's license as identification.

In witness whereof, I have hereunto set my hand and seal this 4th day of December, 2007.



Kathleen S Rosmar
Notary Public, State of Florida
My Commission Expires: 2/5/09

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Philip Godown, as Secretary, who executed the foregoing Articles of Amendment, acknowledged before me that he executed such instrument for the purposes therein stated, and who produced his driver's license as identification.

In witness whereof, I have hereunto set my hand and seal this 12th day of December, 2007.



Garrett Cooper
Notary Public, State of Florida
My Commission Expires: