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From: Katie Wonsch

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**FOR AMND/RESTATE/CORRECT OR O/D RESIGN
WINTHROP VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINTHROP VILLAGE PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

Pursuant to Section 607.1006, Florida Statutes, WINTHROP VILLAGE PROPERTY OWNERS ASSOCIATION, INC. a corporation not for profit adopts the following amendment to its Articles of Incorporation for such corporation (the "Company"), which Articles of Incorporation were filed on November 9, 2005.

FIRST: Article III, Paragraph 2. is hereby amended and restated to read as follows:

2. Voting. Each Dwelling Unit in the TW Parcel will be allocated a vote equal to 318 divided by the number of Dwelling Units in the TW Parcel and each Dwelling Unit in the Winthrop Parcel will be allocated a vote equal to 157 divided by the number of Dwelling Units in the Winthrop Parcel.

SECOND: This amendment was adopted on October 10, 2007.

THIRD: The amendment was approved by the all of the Directors of the Company.


FOURTH: In all other respects the Articles of Incorporation shall remain unchanged.



John E. Sullivan, Director



Katherine B. Sullivan, Director



William C. Sullivan, Director

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