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CAPITAL CONNECTION

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OAK FOREST HOMEOWNERS' ASSOCIATION, INC.

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FIRST AMENDED ARTICLES OF INCORPORATION
OF
OAK FOREST HOMEOWNERS' ASSOCIATION, INC.,
a not for profit corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapter 617, Florida Statutes the articles of incorporation of Oak Forest Homeowners' Association, Inc., a Florida not for profit corporation, upon a unanimous vote of the members at a duly noticed meeting, are hereby amended (the "First Amended Articles of Incorporation") as follows:

1. Article II entitled Not for Profit and Purposes is deleted in its entirety and the following is inserted in its place:

ARTICLE II

NOT FOR PROFIT AND PURPOSES

This corporation does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for maintenance of water retention areas, storm water swales and road rights of way within that certain tract of property described as:

Lots 1 through 40, inclusive, and Tracts A, B, C and D, OAK FOREST, according to the plat thereof recorded in Plat book 56, Page 49, Public Records of Lake County.

And to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain Declaration of Covenants, conditions and Restrictions, hereinafter called the "Declaration", applicable to the property described above and recorded or to be recorded in the office of the Clerk of the Circuit Court in and for Lake County, Florida, and as the same may be amended from time to time as therein provided, said declaration being incorporated herein as set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the of the corporation.

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(c) Acquire (by gift, purchase or otherwise) own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(d) Borrow money, and with the assent of two-third (2/3) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common are, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(g) The corporation shall operate, maintain and manage the surface water or storm water management systems(s) in a manner consistent with the St. Johns River Water Management District Permit NO. 42-069-96673-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm water management system;

(h) The corporation shall maintain the road rights of way within the property so as to provide free and passable ingress and egress to the nearest county maintained road.

(i) The corporation shall levy and collect adequate assessments against members of the corporation for the costs of maintenance and operation of the surface water or storm water management system, and the road rights of way and;

(j) Have and to exercise any and all powers, rights, and privileges which a corporation may now or hereafter have or exercise under the laws of the State of Florida governing corporations not for profit.

2. Except to the extent modified herein, all other terms and conditions of the Declaration and corrected Declaration remain in full force and effect and unchanged.

IN WITNESS WHEREOF, the undersigned do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 12th day of July, 2006.

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Tamara Edgington V.P.
Tamara Edgington

STATE OF FLORIDA

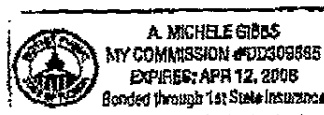
COUNTY OF Lake

The foregoing instrument was acknowledged before me this 12th day of July, 2006, by Tamara Edgington as Vice-President of the Oak Forest Homeowners' Association, Inc., who is personally known to me, or ~~who produced~~ as identification.

[Affix Notary Seal]

A. Michele Gibbs
Notary Public Signature
My commission expires: 4-12-08

Print Notary Public Name



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