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**FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MAGNOLIA PARK ESTATES HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

This First Amendment (the "First Amendment") to the Articles of Incorporation (the "Articles") is made by MAGNOLIA PARK ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit (the "Association").

RECITALS

WHEREAS, Article XII of the Articles provides the Articles may be amended by the approval of two-thirds (2/3rds) of all Lot Owners (as defined in the Declaration);

WHEREAS, a vote of the Lot Owners was held on JULY 10, 2012; and

WHEREAS, this First Amendment was approved by two-thirds (2/3rds) of all Lot Owners.

NOW THEREFORE, Association hereby amends the Articles as follows:

As used herein the following shall apply: words in text which are lined through (——) indicate deletions from the present text; words in the text which are double-underlined indicate additions to the present text.

1. The Recitals set forth above are true and correct and are incorporated herein by reference.

2. Article VI of the Articles of Incorporation is hereby amended as follows:

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

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(a) ~~when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, Class A members are entitled to elect the Board of Directors as required by Section 720.307, Florida Statutes (2011);~~

(b) ~~on the anniversary date seven years from the date when the first Lot is conveyed to an individual purchaser, twelve (12) years from the filing date of the Declaration; or~~

(c) At the election of the Developer evidenced by a written waiver.

IN WITNESS WHEREOF, the undersigned hereunto set its hand and seal as of this 11th day of JULY, 2012.

WITNESSES:

"ASSOCIATION"

MAGNOLIA PARK ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit

Jennifer Heerstkamp

Print Name: JENNIFER HEERSTKAMP

Aisha Coleman

Print Name: AISHA COLEMAN

By: [Signature]

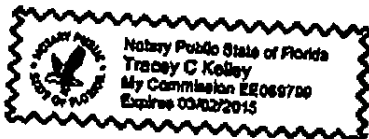
Name: Diana Cabrera

Title: President

Date: JULY 11, 2012

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 11 day of July, 2012, by Diana Cabrera, as President of MAGNOLIA PARK ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit. She [is personally known to me] [has produced as identification].



[Signature]
Notary Public
Print Name: Tracey C. Kelley
My Commission Expires: 3-2-2015

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