

Division of Corporations

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GULF COAST LANDINGS PROPERTY OWNERS ASSOCIATION, INC

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March 20, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GULF COAST LANDINGS PROPERTY OWNERS ASSOCIATION, INC.  
1661 AARON BRENNER DRIVE  
SUITE 200  
MEMPHIS, TN 38120

SUBJECT: GULF COAST LANDINGS PROPERTY OWNERS ASSOCIATION, INC.  
REF: N07000000127

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GULF COAST LANDINGS PROPERTY OWNERS ASSOCIATION, INC.  
(DOCUMENT NUMBER N07000000127)**

The undersigned, being the President of Gulf Coast Landings Property Owners Association, Inc., a Florida non-profit corporation, hereby certifies that the following Amendment to the Articles of Incorporation was duly adopted unanimously by the Board of Directors of the corporation by resolutions dated March 11, 2009.

**AMENDMENT**

The Articles of Incorporation of the Corporation are amended as follows:

**ARTICLE III**

Article III is amended and restated in its entirety as follows:

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporations Act for the operation of Gulf Coast Landings (the "Development") located in Lee County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit and of a property owner's association under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for Gulf Coast Landings (the "Declaration"), Bylaws and the Rules and Regulations (these Articles, the Declaration, Bylaws and Rules and Regulations shall be collectively referred to herein as the "Governing Documents"); and it shall have all of the powers and duties reasonably necessary to operate the Development pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the Association property.
- C. To purchase insurance for the protection of the Association and its members.
- D. To repair and reconstruct improvements after casualty, and to make further improvements of the Association property.
- E. To make, amend and enforce reasonable rules and regulations as set forth in the Declaration.

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F. To enforce the provisions of the laws of the State of Florida that are applicable to the Development, and the Governing Documents.

G. To contract for the management and maintenance of the Development and the Association property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Association.

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Development.

I. To borrow money as necessary to perform its other functions hereunder.

J. To grant, modify or move any easement.

K. To sue and to be sued.

L. To own and convey property.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents."

#### ARTICLE XII

Article XII is added in the following form:

"DISSOLUTION: On dissolution, the assets of the Association shall be conveyed or dedicated to an appropriate public agency for use in carrying out the continued maintenance and operation of the Common Areas and other duties of the Association. If such conveyance and/or dedication is refused acceptance, such assets shall be granted, conveyed and dedicated to a similar non-profit corporation, association, trust or other organization organized and operated to assure the continued maintenance and operation of the Common Areas and other duties of the Association."

This amendment was approved and adopted by the Board of Directors and by the "Developer" as defined in the Articles of Incorporation. There are no members entitled to vote.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hand and seal this 11 day of March, 2009.

Gulf Coast Landings Property Owners  
Association, Inc., a Florida  
non-profit corporation

By: Pace Cooper  
Pace Cooper  
Its President