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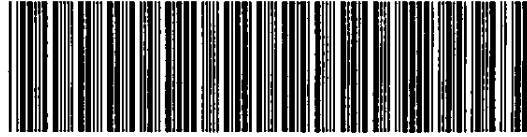
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*Amend*

JAN 14 2013

T. BROWN



## Clayton & McCulloh

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Clayton & McCulloh, P. A.  
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January 10, 2013

**Via Fed-Ex: 8729 7912 5407**

Florida Department of State  
Division of Corporations  
Attn: Amendments  
Clifton Bldg.  
2661 Executive Center Cir.  
Tallahassee, FL 32301

**Re: Winterset Master Association, Inc.**

Dear Sir or Madam:

Enclosed herewith please find the original "Articles of Amendment to Amended and Restated Articles of Incorporation of Winterset Master Association, Inc.", to be filed with the Florida Secretary of State. Also enclosed is this firm's check in the amount of \$43.75 for cost of said filing and for the cost of a certified copy. Please mail the certified copy to our Orlando Office in the Fed-Ex envelope provided, if possible.

Should you have any questions or require additional information, please feel free to contact me at your earliest convenience.

Sincerely,

**CLAYTON & McCULLOH**

Jenny McKinney  
Florida Registered Paralegal  
jlm

Enclosure

cc: Winterset Master Association, Inc. (without enclosure)

**ARTICLES OF AMENDMENT TO AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF WINTERSET MASTER ASSOCIATION, INC.**

Pursuant to the provisions of §617.1006, *Fla. Stat.*, WINTERSET MASTER ASSOCIATION, INC. ("Association") adopts the following Articles of Amendment to its Articles of Incorporation.

**FIRST:       Amendment adopted:**

Articles V and XI of the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WINTERSET MASTER ASSOCIATION, INC. ("Articles of Incorporation") are hereby amended as follows (additions are indicated by underlining; deletions are indicated by ~~strike-outs~~, omitted and unaltered provisions are indicated by ellipses):

...

ARTICLE V  
MEMBERS  
(AMENDED)

A.       Members of the Association shall consist of and be limited to those persons or entities having the following interests in The Properties:

1.       Any Condominium Association organized for the purpose of operating any condominium located within The Properties for which a declaration of condominium has been recorded in the Public Records of Polk County, Florida. The president of each such Condominium Association shall represent such Member at all meetings of the Members.

2.       ~~The Winterset Patio Homeowners' Association, Inc. Any Homeowners' association (as defined by Florida Statute 720), other than the Winterset Master Association, Inc., organized for the purpose of operating any community of lot or parcel owners (other than a condominium) located within The Properties, for which Articles of Incorporation have been filed with the Florida Secretary of State, who shall be represented by its President at all meetings of Members.~~

3.       The Owner of any Lot, Parcel or ~~non-condominium~~ Living Unit (condominium or otherwise) located within The Properties.

B.       Grantees under contract for deed or conditional conveyances with regard to the interests described in subsection A.2. above are not deemed to be Members, but shall be come Members if and when they become Owners.

C.       Change of membership with regard to Owners of Lots, Parcels or ~~non-condominium~~ Living Units shall be established by recording in the Public Records of Polk County, Florida a deed or other instrument establishing record fee title to any Parcel, Lot or

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~~non-condominium~~ Living Unit and by the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument thus becomes a Member of the Association, and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument is not delivered to the Association, said Owner shall become a Member, but shall not be entitled to voting privileges. The ~~fore-going~~ foregoing shall not, however, limit the Association's powers or privileges.

D. The interest of a Member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance of his real property.

E. If a condominium or homeowners' association located within The Properties is terminated as provided in ~~Chapter 718~~ of by the Florida Statutes, then the ~~Condominium Association which was charged with the operation of such terminated condominium~~ terminated Association shall no longer be a Member and ~~each Owner of Living Unit within such terminated condominium shall automatically be deemed a Member of the Association with all the rights and obligations of any other Member herein who is the Owner of a non-condominium Living Unit.~~

F. Membership shall be compulsory and shall continue until such time as the Member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interest upon which membership is based.

G. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership in the Association is based only as security for performance of an obligation shall become a Member of the Association.

...

#### ARTICLE XI VOTING RIGHTS (AMENDMENT)

Section 1. Allocation of Votes. ~~The residential members (condominium associations and Winterset Patio Homeowners' Association, Inc.)~~ Members as defined by Article V of these Articles of Incorporation, as amended, shall have ~~a combined fifty votes~~ one vote per Lot, Parcel, or Living Unit, owned by a Member, as further explained below, and the commercial members (owners of parcels submitted for commercial purposes) shall have a combined fifty votes.

Section 2. Weight of Votes. (a) Residential Members. ~~The number of votes to which each residential member is entitled is a fraction, the numerator of which is the total number of living units making up a particular condominium of Patio Homeowner's Association and the denominator of which is the total number of living units making up all of the residential associations planned (which is currently 474) times 50. The Developer retains voting interest of~~

~~undeclared living units, i.e., the difference between the total number of living units making up all of the residential associations planned (which is currently 474) and the number of living units declared currently at any given point in time. Each Member which owns a Lot, Parcel, or Living Unit shall have one vote per Lot, Parcel, or Living Unit owned by said Member. As such, unless a Condominium association or Homeowners' association Member owns any particular Lot, Parcel, or Living Unit, said Condominium association or Homeowners' association Member shall not have a vote.~~ (b) Commercial Members. The number of votes to which each commercial member is entitled is a fraction, the numerator of which is the area of land making up to the commercial property and the denominator of which is the total area of all the parcels submitted for commercial purposes times 50.

Section 3. Special Voting Provisions. Commercial members have no voting rights in the Association when the issue or matter under consideration pertains only to residential properties and the commercial member is not liable for any of the costs associated therewith. Likewise, the residential members have no voting rights in the Association when the issue or matter under consideration pertains only to commercial properties and the residential member is not liable for any of the cost associated therewith. Additionally, if a Lot, Parcel, or Living Unit is owned by more than one natural person (other than a husband and wife), or a corporation, partnership, or other artificial entity, the voting interest of that Lot, Parcel, or Living Unit shall be exercised only by the natural person named in a voting certificate signed by all the natural persons who are owners or by the chief executive officer of the artificial entity and filed with the Secretary of the Association in its official records. Such a certificate shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot, Parcel, or Living Unit concerned. If such certificate is not on file, the vote of such Owner shall not be considered in determining the requirement for a quorum nor for any other purpose.

...

SECOND: The date of adoption of the Amendment was the 5<sup>th</sup> day of January, 20 13.

THIRD: Adoption of Amendment:

Article X of the Articles of Incorporation, entitled "AMENDMENT TO THE ARTICLES OF INCORPORATION", in effect prior to the adoption of the instant amendment, provided that Amendments to the Articles of Incorporation may be approved by the Members by the affirmative vote of two-thirds (2/3) of the voting interest of the Association.

The Members of the corporation were entitled to vote on the Amendment. The Members of the Association duly adopted the Amendment in accordance with the above-stated provision. **The number of votes cast for the Amendment was sufficient for approval.**

THE ASSOCIATION has caused these presents to be executed in its name, this 9<sup>th</sup> day of January, 20 13.

WINTERSET MASTER ASSOCIATION, INC.

By:

Danuta S. Hartman  
(Sign)

Danuta S. Hartman  
(Print)

President, Winterset Master Association, Inc.

Attest:

Susan S. Woodall  
(Sign)

Susan S. Woodall  
(Print)

Secretary, Winterset Master Association, Inc.

STATE OF FLORIDA

COUNTY OF POIK

The foregoing was acknowledged before me this 9<sup>th</sup> day of January,  
2013, by Danuta S. Hartman, as President, and  
Susan S. Woodall as Secretary, of WINTERSET MASTER  
ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation, who is  
personally known to me or who has produced Florida Driver License as  
identification.

NOTARY PUBLIC

(Sign)

(Print)

State of Florida, At Large  
My Commission Expires:

**CANDY LEHNING**  
Notary Public, State of Florida  
My Comm. Expires Aug. 22, 2018  
Commission No. EE 829069

Shannon Frady  
Shannon Frady  
1/9/2013  
Witness by