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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
RIVER CLUB PARK OF COMMERCE PROPERTY OWNERS'
ASSOCIA**

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November 22, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

RIVER CLUB PARK OF COMMERCE PROPERTY OWNERS' ASSOCIATIO
209 TOWN CENTER BLVD
DAVENPORT, FL 33896

SUBJECT: RIVER CLUB PARK OF COMMERCE PROPERTY OWNERS' ASSOCIATION, INC.
REF: N10000001067

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please clarify how your amendment was adopted, if it was done by directors or members if it was approved by the board of directors was member vote required or needed?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Instrument prepared by and return to:

Patryk Ozim, Esq.
Larsen & Associates, P.A.
300 S. Orange Ave Suite 1200
Orlando, FL 32801
(407) 841-6555

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
RIVER CLUB PARK OF COMMERCE PROPERTY OWNERS' ASSOCIATION, INC.**

WHEREAS, those certain Articles of Incorporation of River Club Park Commerce Property Owners' Association, Inc. (hereinafter the "Articles"), are filed with the State of Florida; and

WHEREAS, Village at Riverclub Acquisition, LLC, as Declarant and as the current sole member of River Club Park Commerce Property Owners' Association, Inc., desires to amend the Articles of Incorporation; and

WHEREAS, pursuant to Article VII, Section (E) of the Articles, as long as there remains a Class B Membership, the Declarant has the right to amend the Articles of Incorporation without obtaining the consent of the Association's Membership.

NOW, THEREFORE, pursuant to the Amendment procedure set forth in said Articles of Incorporation, the following Amendment is hereby adopted:

1. Article III of the Articles of Incorporation is hereby amended as follows:

ARTICLE III

MEMBERSHIP:

The Properties are comprised of eleven (11) Lots and three (3) Tracts of Real Property as identified on the Plat to be recorded and referred to as follows:

Lot 1, Lot 2, Lot 3, Lot 4, Lot 5, Lot 6, Lot 7, Lot 8, Lot 9, Lot 10
Lot 11, Tract 1, Tract 2, Tract 3.

At the time of the recording of this Declaration each of these Lots are either owned by the Declarant or one of the Landowners as described elsewhere herein. The names given to each of the Lots may change as development progresses.

There shall be three (3) different classes of Members of the Association:

CLASS A. Class A Members shall be the Landowners, their successors and assigns, with the exception of the Declarant. It is anticipated that future Homeowners or Condominium Associations may be established on one or more of the Lots. At the time that any such Declaration of Condominium, Declaration of Homeowners' Association or other such Covenants and Restrictions are recorded, the Association thereby created governing said Lot will become the Member of the River Club Park of Commerce Property Owners' Association, Inc. At such time, the Landowner of that Lot shall be terminated as a Member

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of the Association. The Board of Directors of any such Sub-Association shall exercise the voting and membership rights of the Sub-Association Member.

CLASS B. The Class B Member shall be the Declarant, who shall be entitled to three (3) votes for every vote entitled to a Landowner under Section below. Declarant shall retain its Class B voting Status and rights until Turnover as defined in Article VIII of this Declaration. At turnover, Declarant's Class B Membership shall be converted to Class A Membership.

CLASS C. Class C Members shall be the record title owner(s) of Tract 1 and Tract 2, and their successors and assigns, as depicted in the recorded Plat for the River Club Park of Commerce. Class C Members shall be non voting members of the Association and shall not be liable for any assessments. any amendment to this Paragraph or any other provision of the Articles or Bylaws of the Association that will affect the rights of the Class C Members shall require the prior consent of the entire Class C Membership.

VOTING RIGHTS:


Each Class A Member of the Association shall have the following votes in matters requiring the vote of the Membership:

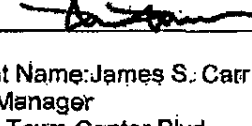
Lot 1	4
Lot 2	9
Lot 3	10
Lot 4	22
Lot 5	20
Lot 6	10
Lot 7	5
Lot 8	4
Lot 9	6
Lot 10	5
Lot 11	5


I HEREBY CERTIFY that this Amendment to the Articles of Incorporation was adopted on the 15 day of November 2011.

WITNESSES:

VILLAGE AT RIVERCLUB ACQUISITION, LLC,
a Florida Limited Liability Company


Signature
Print Name: Mike Wilson

By: 
Print Name: James S. Carr
As Manager
209 Town Center Blvd
Davenport, FL 33896

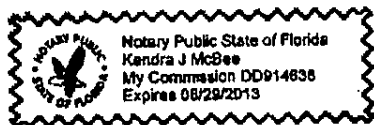

Signature
Print Name: Kendra J. MacBee

Dated: 11/15/11

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STATE OF Florida
COUNTY OF Polk

THE FOREGOING instrument was acknowledged before me this 15th day of November, 2011, by James S. Carr, as Manager of Village at Riverclub Acquisition, LLC, who is personally known to me or produced identification (type of identification produced) _____ and who did/ did not take an oath.



KJ McBee
Printed Name: Kendra J. McBee
Notary Public - State of Florida
My Commission Expires: 8/29/13
Commission No.: DD914636