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July 21, 2016

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

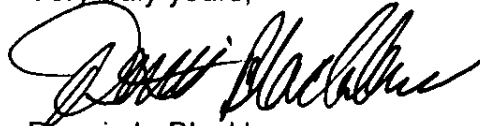
Re: Fountains Vacation Club Association, Inc.
Document Number: N14000009024

Dear Sir/Madam:

Enclosed for filing are the original and one copy of the Articles of Amendment for the above referenced organization. Our check in the amount of \$35.00 in payment of the filing fees for this filing is also enclosed.

Please return a file stamped copy of the Articles of Amendment to the undersigned at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Dennis L. Blackburn", written over a horizontal line.

Dennis L. Blackburn

DLB:jh
Enclosures

AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
FOUNTAINS VACATION CLUB ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION
(DOCUMENT NUMBER N14000009024)

A. The name of this Corporation is FOUNTAINS VACATION CLUB ASSOCIATION, INC. ("Association").

B. The members of this Association are not entitled to vote on the amendment to this Association's Articles of Incorporation. The Board of Directors of this Association voted unanimously to adopt the following amendments to the Articles of Incorporation of this Association in accordance with Florida Statutes Section 617.1002 and 617.1007, which adoption was approved by written consent signed by all of the Directors of this Association dated effective July 20, 2016. The number of votes of the members cast for the amendment was sufficient for approval.

The Articles of Incorporation for this Association are amended as follows

1. Article VI, Section 1, of the Articles of Incorporation is hereby amended to change the sole Member of this Association to EWR Properties, LLC, a Florida limited liability company. The remaining provisions of Article VI, Section 1, shall remain in effect in accordance with their original terms.

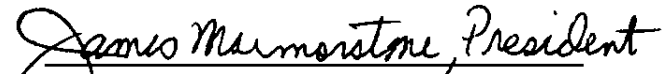
2. Article VIII, Section 1, of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

"Section 1. The Board of Directors shall consist of at least three (3) individuals. The number of Directors (but not less than three (3)), their terms of office and provisions regarding the election, removal from office and filling vacancies on the Board shall be as set forth in the Bylaws of the Association."

3. Article XIII is hereby amended to change the Registered Agent for service of process to the following:

BLACKBURN & COMPANY, LC.
5150 BELFORT RD. SO., BLDG 500
JACKSONVILLE, FL 32256

IN WITNESS WHEREOF, FOUNTAINS VACATION CLUB ASSOCIATION,
INC., has caused this Amendment to its Articles of Incorporation to be signed in its
name by its President this 20~~th~~ day of July, 2016.


James Marmorstone, President

**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for FOUNTAINS VACATION CLUB ASSOCIATION, INC. at the place designated in the Amendment to Articles of Incorporation, DENNIS L. BLACKBURN, on behalf of BLACKBURN & COMPANY, L.C. hereby accepts the appointment as registered agent, agrees to act in this capacity, to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of his position as registered agent.

BLACKBURN & COMPANY, L.C.



Dennis L. Blackburn, Manager

Date: July 20, 2016