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April 30, 2001

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Reply To:
Fort Myers

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: The Villages at Country Creek Master Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above-referenced Association, as well as a check no. 3461 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience.
Thank you for your attention to this matter.

Very truly yours,


Joseph E. Adams
For the Firm

JEA/adc
Enclosures (as stated)
161021_1.DOC

FILED
01 MAY -3 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN : 0 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

FILED
01 MAY -3 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is The Villages at Country Creek Master Association, Inc.

SECOND: The attached amendment to the Articles of Incorporation was adopted by the membership:

THIRD: The attached amendment to the Articles of Incorporation was adopted by the written consent of not less than two-thirds (2/3) of the owners in accordance with Article VIII, Section 4 of the Declaration of Covenants, Conditions and Restrictions.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

THE VILLAGES AT COUNTRY CREEK
MASTER ASSOCIATION, INC.

J. M. Enrich
Signature
J. M. Enrich
Printed Name

BY: [Signature]
Robert Spurlock, President

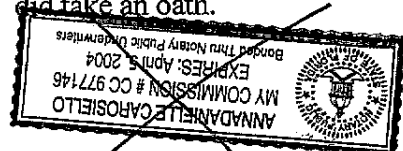
Date: 4-30-01

(CORPORATE SEAL)

Casslyn S. Vincent
Signature
Casslyn S. Vincent
Printed Name

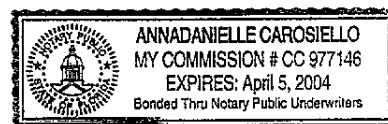
STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 30th day of April, 2001 by Robert Spurlock as President of The Villages at Country Creek Master Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.



AnnaDanielle Carosiello
Notary Public
AnnaDanielle Carosiello
Printed Name

My commission expires: 4/5/04
160446_1.DOC



Article VI, Articles of Incorporation

ARTICLE VI
VOTING RIGHTS

The Association shall have ~~two (2) classes of voting membership: Class A and Class B~~ 965 Voting Interests, which shall be cast by the Voting District Representatives, as set forth in Article IV, Section 3 of the Declaration of Covenants, Conditions and Restrictions. ~~All votes shall be cast in the manner provided in the ByLaws.~~ When more than one person or entity holds an interest in any Lot, Unit or Parcel, the vote for each such Lot, Unit or Parcel as cast with the Voting District shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to any such Lot, Unit or Parcel, nor shall any split vote be permitted with respect to such Lot, Unit or Parcel. ~~The two classes of voting memberships and voting rights related thereto are as follows:~~

~~A. Class A. Class A members shall be all Owners of Lots, Units or Parcels, with the exeception of Declarant, and shall be entitled to one vote for each Lot, Unit or Pareel owned. When more than one person holds an interest in a Lot, Unit or Parcel, all such persons shall be members. The vote for such Lot, Unit, or Parcel shall be exercised as such members may be determine among themselves, but in no event shall more than one vote be cast with respect to any Lot, Unit or Parcel owned by Class A Members.~~

~~B. Class B. The Class B Member shall be the Declarant, who shall be entitled to three (3) votes for each Lot, Unit or Parcel owned. The Class B Membership shall cease and be converted to the Class A Membership as provided in the Declaration.~~

~~C A. Quorum. Except as otherwise expressly required by the Declaration, the presence at a meeting of members, either in person or by proxy, of those entitled to cast at least one third (1/3) of the votes of each class of membership shall constitute a quorum for any action. (Members shall be represented by the President or designee Voting District Representatives constituting thirty percent (30%) of the entire Voting Interests shall constitute a quorum in writing of each condominium association, homeowner's association and/or community association).~~

Article VII, Articles of Incorporation

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than ~~three (3) nor more than five (5) directors, nine (9) members, who shall be elected as provided in the Declaration of Covenants, Conditions and Restrictions, who need not be a member of the Association. The number of directors may be changed by amendment of the ByLaws of the Association. Until further amendment, the Board shall consist of three (3) directors. The names and addresses of the persons who are to act in the capacity of the directors until the selection of their successors are:~~

<u>Names</u>	<u>Addresses</u>
<u>F. RICHARD BRUNETTI</u>	<u>12693 New Brittany Blvd.</u>

~~Fort Myers, Florida 33907~~

~~ANN C. MATTHEWS~~

~~12693 New Brittany Blvd.~~

~~Fort Myers, Florida 33907~~

~~SHARON K. KARR~~

~~12693 New Brittany Blvd.~~

~~Fort Myers, Florida 33907~~

~~At the first annual meeting, the members shall elect one third (1/3) of the directors for a term of one (1) year, one third (1/3) of the directors for a term of two (2) years, and one third (1/3) of the directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect one third (1/3) of the directors for a term of three (3) years.~~

Article XIII, Articles of Incorporation

ARTICLE XIII AMENDMENTS

~~Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire Voting Interests, pursuant to votes cast by the Designated Voting Representative for the various Voting Districts as set forth in the Declaration of Covenants, Conditions and Restrictions of the total votes cast at any regular or special meeting of the membership duly called and convened.~~