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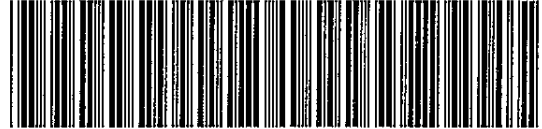
(Business Entity Name)

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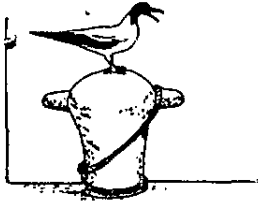


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FILED
03 MAR 24 AM 10:16
CLERK OF COURT
STATE
OF FLORIDA

RS



Lakeside Club, Inc.

6100 Toucan Drive
Englewood, Florida 34224



March 16, 2003

Department of State
Divisions of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

The attached Amendment of Articles of Incorporation of the Lakeside Club, Inc., a Florida not for Profit Corporation is submitted as per F.S. 617.01201 along with the required fee.

Sincerely,

Kay G. Williamson, President

Kay G. Williamson, President
Lakeside Club, Inc.
6100 Toucan Dr.
Englewood, Florida 34224

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
LAKESIDE CLUB, INC.**

FILED

03 MAR 24 AM 10: 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, Kay G. Williamson, President of Lakeside Club, Inc. does certify that:

1. He/she is the President of Lakeside Club, Inc., a Florida Corporation, which Articles of Incorporation were filed with the Secretary of State, State of Florida on January 12, 1989.
2. The following amendment to the Articles of Incorporation was unanimously approved by the membership on January 29, 2003 at a duly called meeting of the membership at which a quorum was present.
3. Membership approval of 2/3 of the voting members present at a duly called meeting of the membership at which a quorum is present was needed.
4. Article V, Membership, was amended in it's entirety to read as follows:

**ARTICLE V
MEMBERSHIP**

The membership of this association shall consist of the following lots in Phase II: 73, 87, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 105, 115, 161, 181, 182, 204, all property owners in Lemon Bay Isles Phase III, Phase IV, and future phases (as identified in the Transfer Agreement between Lemon Bay Isles, Inc. and Lakeside Club, Inc., dated 12/24/95) of Lemon Bay Isles approved for membership by Lakeside Club, Inc.

Membership shall be appurtenant to the lot owned by the original property owner approved for membership and may not be transferred to any other person other than the owner of the lot to which the membership is appurtenant without the written approval of Lakeside Club, Inc. Whenever ownership of a lot (having a membership appurtenant thereto) is transferred, the membership in this association shall automatically transfer to the new lot owner. Upon being supplied with satisfactory proof of the change in lot ownership, the association's officers shall change the membership roll. Under no circumstances may a membership be transferred to a person not owning property in Lemon Bay Isles. Persons renting in Lemon Bay Isles from a member shall have the use of the corporation's property, subject to rules established by the Board of Directors.

An associate membership shall be available to a member who has moved their residence to another phase of Lemon Bay Isles, separate from the Phase that had provide their regular membership.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 16 day of Feb, 2003.

Kay G. Williamson, Pres.
President

(Corporate Seal)

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Kay G. Williamson, to me known to be the person described to be the President or who produced KNOWN TO ME as identification, and who executed the foregoing Amendment of Articles of Incorporation, and they acknowledged that they executed the same for the purpose therein stated, and they did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 16th day of Feb, 2003.

NOTARY PUBLIC:

Barbara Ann Mooney
Sign

BARBARA ANN MOONEY
Print Name

My commission expires:



Barbara Ann Mooney
Commission # DD055874
Expires Oct. 17, 2005
Bonded Thru
Atlantic Bonding Co., Inc.