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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.
Address

Tallahassee, FL 32301 850-222-2785
City/St/Zip Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- QUAIL WEST FOUNDATION, INC.
- 2- Amended
- 3- _____
- 4- _____

- Walk-in Pick-up time ASAP Certified Copy *2 copies*
- Mail-out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

300004672713-4
-11/08/01-01053-018
****105.00 *****52.50

Examiner's Initials OR
119101

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QUAIL WEST FOUNDATION, INC.**

FILED
01 NOV - 8 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

1. The following amendment was adopted by the board of directors of the corporation.

Article XVI is added as follows:

**ARTICLE XVI
DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Foundation all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

- a. Real property contributed to the Foundation, without the receipt of other than nominal consideration, by Declarant shall be returned in fee simple and without encumbrances to Declarant or its successor, whether or not it is a Member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.
- b. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a not-for-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Foundation.
- c. If not conveyed or dedicated to a governmental agency or utility, the Water Management System shall be conveyed or dedicated to a similar not-for-profit organization so as to assure continued maintenance thereof.
- d. Any remaining assets shall be distributed among the Members as tenants in common, subject to the limitations set forth below, and each Member's share of the assets shall be determined as may be provided in the By-Laws, or in the absence of such provision, in proportion to the Member's voting rights.

- e. No disposition of the Foundation property shall be effective to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Parcel owned by such Member unless made in accordance with provisions of such deed or instrument.

4. The amendment was adopted by the unanimous vote of all the voting members and directors of the Corporation, and thus sufficient for approval. on November 5, 2001.

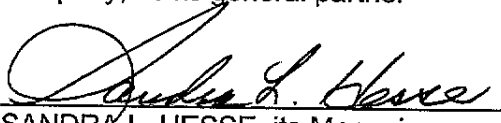
IN WITNESS WHEREOF, the undersigned, has caused this Articles of Amendment to be executed this 5TH day of NOVEMBER, 2001.

QUAIL WEST FOUNDATION, INC., a Florida not-for-profit corporation

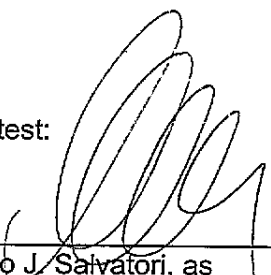
By: QUAIL WEST, LTD., a Florida limited partnership, as Class B Member of the Foundation

By: 75 NORTH JOINT VENTURE, a Florida general partnership, as its authorized agent/attorney-in-fact

By: SLH, L.L.C., a Florida limited liability company, as its general partner

By: 
SANDRA L. HESSE, its Managing Member

Attest:


Leo J. Salvatori, as
Assistant Secretary