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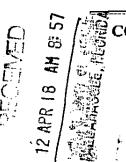
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### COR AMND/RESTATE/CORRECT OR O/D RESIGN QUAIL WEST FOUNDATION, INC.

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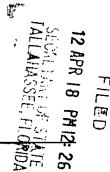
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This instrument prepared by and after recording return to:

Leo J. Salvatori, Esq. Salvatori, Wood & Buckel, P.L. 9132 Strada Place, 4th Floor Naples, Florida 34108



### CERTIFICATE OF AMENDMENT AS TO SECOND AMENDMENT OF THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF QUAIL WEST FOUNDATION, INC.

(a Florida not-for-profit corporation)

The undersigned, being duly elected President and Secretary of Quail West Foundation, Inc. (the "Foundation"), certify that at a duly called meeting of the members of the Foundation, held on March 8, 2012, by a vote of at least two-thirds (2/3) of the voting interest of the Foundation, the Second Amendment of Third Amended and Restated Articles of Incorporation of Quail West Foundation, Inc., be and the same are hereby amended as set forth in Exhibit "A" attached hereto and incorporated herein.

EXECUTED this 11 day of April, 2012.

(Corporate Seal)

QUAIL WEST FOUNDATION, INC., a Florida

not-for-profit corporation

Albert Kessel, as

President

ATTEST:

Tom O'Brien, Secretary

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing was acknowledged before me this Aday of April, 2012, by Albert Kessel, as President and Tom O'Brien, as Secretary of the QUAIL WEST FOUNDATION, INC., a Florida not-forday of April, 2012, by Albert Kessel, as

profit corporation, Inc., who are personally known to me.

NANCY OPENSHAW IY COMMISSION # EE 083557

Typed/Printed Name of Notary

My Commission Expires: §

#### H12000076808 3

This instrument prepared by and after recording, return to:

Exhibit "A"

Leo J. Salvatori, Esq. Salvatori, Wood & Buckel, P.L. 9132 Strada Place, 4th Floor Naples, Florida 34108

## SECOND AMENDMENT TO THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF QUAIL WEST FOUNDATION, INC.

(a Florida Corporation not for profit)

THIS SECOND AMENDMENT TO THE THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF QUAIL WEST FOUNDATION, INC., (this "First Amendment") is entered into and made effective this 21st day of March, 2012, by QUAIL WEST FOUNDATION, INC., a Florida corporation not for profit, hereby amends the Third Amended and Restated Articles of Incorporation. Capitalized terms used in this Second Amendment shall have the same meanings ascribed to such terms in the Amended and Restated Articles of Incorporation, as defined below, and as may have been amended, unless the context otherwise requires and states.

### WITNESSETH

WHEREAS, WHEREAS, the Quail West Foundation, Inc., (the "Foundation") is a Florida not-for-profit corporation organized for the purpose of managing and operating Quail West, as defined below;

WHEREAS, the Foundation is the entity responsible for the operation, management, and maintenance of the Common Areas and Facilities of Quail West, created pursuant to the Second Amended and Restated Declaration and General Protective Covenants for Quail West, recorded in Lee County at Instrument No. 2010000099111, on April 20, 2010, and in Collier County at Official Record Book No. 4558, Page 1473, on April 21, 2010, as amended.

NOW, THEREFORE, by vote of the Members of the Foundation that took place on March 8, 2012, wherein sufficient votes were cast approving of this Amendment, the Third Amended and Restated Articles of Incorporation of Quail West Foundation, Inc., as previously amended, was amended as set forth below, using strikethrough text to indicate deleted language and <u>double-underlined</u> text to indicate new language. Capitalized terms shall be defined as set forth in the Bylaws and Declaration.

### 1. Section 5.1(d) of the Articles is hereby amended to read as follows:

(d) <u>Class D Membership</u>. A Class D Member shall be the Owner of a Lot who is not concurrently the Owner of a Membership. The terms, conditions, rights and obligations of Class D Membership shall be as set forth in the Declaration. A Class D Member shall be required to pay <u>regular dues</u>, <u>Assessments and</u> special Assessments in the amount and manner as established by the Board for Class D Members.

### H12000076808 3

2. Except as amended by this Second Amendment to Third Amended and Restated Articles of Incorporation, all of the terms and provisions of the Third Amended and Restated Articles of Incorporation of Quail West Foundation, Inc., as amended by the First Amendment thereto, shall remain unchanged and of full force and effect.

IN WITNESS WHEREOF, the undersigned Officer of Quail West Foundation, Inc. has set his hand and seal on this Layof Layof 2012.

Signed, sealed and delivered		
in our presence	(Corporate Seal)	
NaryDerstan	QUAIL WEST FOUNDATION, INC.	
Witness 1 (print name below) NHMLY ON ENSHAW	By	
Carol Gregory	Albert Kessel, as President	
CAROL GNB GORY		
	ATTEST:	
	Tom OBran	
	Tom O'Brien, as Secretary	
STATE OF FLORIDA COUNTY OF COLLIER		
The foregoing instrument was sworn to and subscribed before me this day of March, 2012, by ALBERT KESSEL, as President, and TOM O'BRIEN, as Secretary, of		
QUAIL WEST FOUNDATION, INC., a Florida n	ot-for-profit corporation, who are personally	
	Nanualunch	
	Signature of Notary Public	
	Name of Notary Printed, Typed or Stamped	
	My Commission Expires: 8-13 75	
	NANCY OPENSHAW  NY COMMISSION # E5 083557  EXPIRES: August 13, 2015  Gentlad This Holary Public Underwriture	