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QUAIL WEST FOUNDATION, INC.

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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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 17 day of April, 2012.

(Corporate Seal)
QUAIL WEST FOUNDATION, INC., a Florida
not-for-profit corporation

By: [Signature]
Albert Kessel, as
President

ATTEST:

[Signature]
Tom O'Brien, Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing was acknowledged before me this 17th day of April, 2012, by Albert Kessel, as President and Tom O'Brien, as Secretary of the QUAIL WEST FOUNDATION, INC., a Florida not-for-profit corporation, Inc., who are personally known to me.



[Signature]
Notary Public
NANCY OPENSHAW
Typed/Printed Name of Notary
My Commission Expires: 8-13-15

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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 ~~strike through~~ text to indicate deleted language and double-underlined 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) Class D Membership. 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 regular dues, Assessments and special Assessments in the amount and manner as established by the Board for Class D Members.

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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 21st day of March, 2012.

Signed, sealed and delivered in our presence

Nancy Openshaw

Witness #1 (print name below)
NANCY OPENSHAW

Carol Gregory

Witness #2 (print name below)
CAROL GREGORY

(Corporate Seal)
QUAIL WEST FOUNDATION, INC.

By: [Signature]
Albert Kessel, as President

ATTEST:

[Signature]
Tom O'Brien, as Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 21st day of March, 2012, by ALBERT KESSEL, as President, and TOM O'BRIEN, as Secretary, of QUAIL WEST FOUNDATION, INC., a Florida not-for-profit corporation, who are personally known to me.

[Signature]
Signature of Notary Public

Name of Notary Printed, Typed or Stamped
My Commission Expires: 8-13-15

