

N44113

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

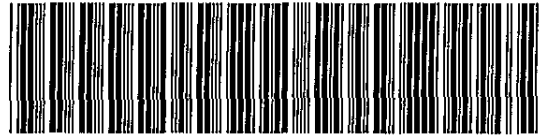
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000020783010

06/27/03--01033--022 **175.00

07/02/03--01001--019 **15.00

FILED
03 JUL -2 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL -2 PM 10:10
03 JUL -2 PM 10:10
03 JUL -2 PM 10:10

C. Ocullette, JUL 02 2003



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

July 2, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Quail West Foundation, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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 RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

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

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

a Florida non-profit corporation
Document Number N44113

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned non profit corporation adopts the following amendments to the provisions of the Restated Articles of Incorporation of **Quail West Foundation, Inc.:**

Note: New language is underlined; language being deleted is show in struck through type.

1. Section 5.1 of Article V is hereby amended as follows:

5.1 The FOUNDATION shall have six (6) classes of voting Membership which are Class A, Class B, Class C, Class D, Class E and Founders Members, and ~~two (2)~~three (3) classes of non-voting Membership which are Interim, Honorary and Class N Social Members. The DECLARANT reserves the right to amend the Founding Documents to create and define such additional clauses of Membership as the DECLARANT, in its sole discretion, should so elect.

(d) CLASS D MEMBERSHIP. The Class D Member shall be the OWNER of a Plot who is not currently the OWNER of a Golf Membership. If a Class D Member subsequently desires to purchase a Golf Membership at Quail West, such Member shall be eligible to purchase a Class A Golf Membership, if available, and will become a Class A Member of the FOUNDATION for so long as a Plot and a Golf Membership are owned concurrently. If no Class A Golf Membership is available for sale, the Class D Member will have a priority for the purchase of a Golf Membership when and if a Class A Golf Membership is offered for sale by the FOUNDATION. No Class D Member shall have a vote in FOUNDATION affairs for so long as the DECLARANT is the sole voting Member as a result of its Class B Membership. After the DECLARANT is no longer its sole voting Member, each Class D Member shall be entitled to ONE (1) vote for each Plot owned by it as defined in this DECLARATION; however, a Class D ~~m~~Member shall have voting right only on issues not relating to the Country Club Facility. When more than one (1) person or entity holds an interest in any Plot, said owning Persons or entities shall decide among themselves and advise the FOUNDATION, in writing, who shall be the sole Member, and only such Person shall qualify for Membership or continuation of Membership. In no event shall more than one (1) vote be cast with respect to any one Plot owned by a Class D Member. A Class D Member shall be required by pay annual dues and special Assessments in the same amount and manner as established for the eClass A Members, but such annual dues and special Assessments shall not include any costs pertaining to the Country club Facility.

03 JUL -2 2012
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~Class D Members shall have the option of purchasing a non-equity social membership at Quail West Golf and Country Club (hereinafter referred to as "Class N" memberships). A class N Member shall have full use of the Country Club Facilities, with the execution that no Class N Member shall have access to the golf course facilities. This membership is available only to Class D Members. Class N Members shall have no voting rights in matters relating to the Country Club Facility. As a Class D member, Class N Members do have certain voting rights as set forth in the Founding Documents for Quail West. A Class N Member is required to pay an initial non-equity club membership fee which shall be non-refundable, but may be applied towards acquisitions of a Class A Membership (if available). Class N members shall also be responsible for paying an annual membership fee. The initial sales of Class N memberships shall be controlled by the DECLARANT and all revenues from the initial sale of Class N memberships shall belong to the DECLARANT. DECLARANT shall have the sole right to determine the price of Class N memberships so long as Declarant is a Class B Member. Thereafter, the prices of a Class N Membership will be determined by the Board of Directors.~~

(i) CLASS N SOCIAL MEMBERSHIP. The Class N Social Member shall be all owners of a non-equity social membership at Quail West Golf and Country Club. The Class N Social Membership is available to both residents and non-residents of Quail West. The number of Class N Social Memberships available to non-residents of Quail West shall be limited to seventy-five (75). There shall be no limitation on the number of Class N Social Memberships available to be sold to Class D members. Class N Social Members shall have no voting rights in the FOUNDATION. A Class N Social Member shall have the full use of the Country Club Facility, except for use of the golf courses, range and putting green (the Golf Facilities"), which are limited as follows: A Class N Social Member will be entitled to full use of the Golf Facilities from May 16th through October 15th of each year. Cart fees will apply for play during this period. The Golf Facilities will not be available to Class N Social Members from October 16th through May 15th. During the period October 16th through May 15th, a Class N Social Member may only use the Golf Facilities as a guest of a Golf Member and only on the condition that all appropriate guest fees are charged to the host Golf Member's Quail West Golf and Country Club account. A Class N Social Member is required to pay an initial non-equity club membership fee. The membership fee is non-refundable but may be applied towards acquisition of a Class A Membership (if available) or a Class C membership (if available). Class N Social Members shall also be responsible for paying an annual membership fee in the amount and manner as established by the Board of Directors. The sale of Class N Social Memberships shall be controlled by the DECLARANT and all revenues from the sale of Class N Social Memberships shall accrue to the benefit of the DECLARANT so long as DECLARANT is a Class B Member. The DECLARANT shall have the sole right to determine the price and annual dues of Class N Social Memberships so long as DECLARANT is a Class B Member. Thereafter, the prices and annual dues of a Class N Social

Membership will be determined by the Board of Directors. No Class N Social Member shall have the right to sell, assign, or otherwise transfer its Class N Social Membership or any other rights and privileges appurtenant thereto.

(i)(j) DECLARANT GUESTS

2. Section 6.1 of Article VI is hereby amended as follows:

8.02 (a) ~~Eight (8)~~Nine (9) Classes of Membership are hereby established which are subject by this DECLARATION and the other Founding Documents to the jurisdiction and powers of the FOUNDATION, and particularly to the assessment and assessment lien powers of the FOUNDATION. The ~~eight (8)~~nine (9) Classes of Membership are: Class A, Class B, Class C, Class D, Class E, Founders, Interim, and Honorary and Class N Social.

3. The date of adoption of the amendments was JUNE 2ND, 2003.

4. The amendments were adopted by the unanimous vote of all of the voting members and directors of the Corporation, and thus sufficient for approval.

(Corporate Seal)

Yvonne M Selhorst
Witness
Printed Name YVONNE M. SELHORST

QUAIL WEST FOUNDATION, INC.
a Florida non profit corporation,

Carol Gregory
Witness
Printed Name: CAROL GREGORY

By: Sandra Hesse
Sandra Hesse, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 2ND day of JUNE, 2003, by Sandra Hesse, as President of Quail West Foundation, Inc., who is personally known to me.

Linda J Chapman
NOTARY PUBLIC
Printed Name: LINDA J CHAPMAN
My Commission Expires: _____



Linda J Chapman
My Commission CC1000076
Expires March 30 2005

CERTIFICATE OF AMENDMENT
QUAIL WEST FOUNDATION, INC.
ARTICLES OF INCORPORATION

THE UNDERSIGNED CERTIFIES that the attached Amendment to Restated Articles of Incorporation for QUAIL WEST FOUNDATION, INC., were duly adopted by a majority of the Board of Directors at a meeting called for that purpose on JUNE 2ND, 2003. No Members were entitled to vote on the proposed Amendment.

IN WITNESS WHEREOF, we have affixed our hands this 2ND day of June, 2003, at Collier County, Florida.

WITNESSES:

Yvonne M. Selhorst

Witness #1

YVONNE M. SELHORST

Witness #1 Printed Name

Carol Gregory

Witness #2

CAROL GREGORY

Witness #2 Printed Name

QUAIL WEST FOUNDATION, INC.,
a Florida non-profit corporation

By: Sandra Hesse

Sandra Hesse, President

STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 2ND day of June, 2003, by Sandra Hesse, as President of QUAIL WEST FOUNDATION, INC., a Florida non-profit corporation, on behalf of said corporation. She is personally known to.

Linda J Chapman
NOTARY PUBLIC
Print Name: LINDA J CHAPMAN
My Commission Expires