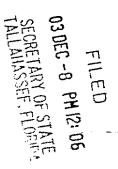
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ARTICLES OF AMENDMENT TO

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 amendment to the provisions of the Restated Articles of Incorporation of **Quail West Foundation, Inc.**:

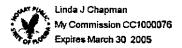
Note: New language is <u>underlined</u>; language being deleted is shown in struck through type.

- 1. Section 5.1(f) of Article V is hereby amended as follows:
- FOUNDERS MEMBERSHIP. There shall be no more than eight (8) Founders Golf Membership available for use by the DECLARANT. The Founders Members will be appointed by the DECLARANT. The Founders Members shall have Class A Membership rights as outlined in Section 5.1(a) of these Articles; however, a Founders Member shall have a voting right only on issues relating directly to the County Club Facility. Founders Members shall not be required to pay special Assessments and annual dues in the same amount and manner as established by the Board of Directors for the Class C Members-for so long as the DECLARANT is a Class B Member. At such time as the DECLARANT is not a Class B Member, the Founders Member shall be required to pay special assessments and annual dues in the same amount and manner as established by the Board of Directors for the Class C Members. The Founders Membership shall run in perpetuity and shall be assignable to their heirs or nominees. Further, a Founders Membership shall survive the death of a Founder Member and is subject to devise or inheritance upon the death of the Founder Member and any successors thereafter. Founders Memberships are not assignable and shall not survive the death of a Founder Member. Further, Founders Memberships are recallable, without cause, at any time by the DECLARANT for so long as the DECLARANT is a Class B Member. Thereafter, Founders Memberships shall not be recallable and Founders Members shall remain Members in good standing provided all assessments and annual dues are paid on a timely basis and as established by the Board of Directors.
 - 3. The date of adoption of the amendment was $\Delta E c$, Δ , 2003.

4. The amendment was adopted by a	majority of the directors of the Corporation. No
members were entitled to vote on the amendment.	TAI 03
	(Corporate Seal)
Ywome Selhout	QUAIL WEST FOUNDATION, INC.
Witness Printed Name YVONNE SELHORST	a Florida non profit corporation, TS
Carol Gregory	By: Jude Vesse 6
Witness	Sandra Hesse, President
Printed Name: CA ROL GREGORY	

STATE OF FLORIDA COUNTY OF COLLIER The foregoing instrument was sworn to and subscribed before me this AND day of ARCENTSER 2003, by Sandra Hesse, as President of Quail West Foundation, Inc., who is personally known to me.

NOTARY PUBLIC
Printed Name:
My Commission Expires:



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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 \(\Delta = \text{CEMTS=RG}(2003)\). No Members were entitled to vote on the proposed Amendment.

IN WITNESS WHEREOF, we have affixed our hands this and day of <u>Section</u> 2003, at Collier County, Florida.

WITNESSES: Vivorne Delhorat	QUAIL WEST FOUNDATION, INC., a Florida non-profit corporation
Witness #1 YVONNE SELHORST	By: Janka Clesse
Witness #1 Printed Name	Sandra Hesse, President
Carol Gregar	··.
Witness #2 CAROL GREGORY	e e de la companya d
Witness #2 Printed Name	
STATE OF FLORIDA) ss.	
COUNTY OF COLLIER)	

The foregoing instrument was sworn to, subscribed and acknowledged before me this and day of December, 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 me.

NOTARY PUBLIC

Print Name:

My Commission Expires: