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January 5, 1998

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VIA UPS NEXT DAY AIR

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Old Wire Road Homeowners' Association, Inc.**

Dear Sir/Madam:

Please find enclosed the original Articles of Amendment and one copy thereof for the above-referenced corporation. I have also enclosed my check in the amount of \$35.00. Please file the Articles, have the copy certified, and return it to our office at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,

Judy Cook

Judy Cook, Secretary to
C. Guy Bond

/jc

Enclosures - As Stated

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~~VOID~~
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-01/06/98-01061-001
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OK
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Amend

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OLD WIRE ROAD HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Section 617, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: ARTICLE IV (e) is amended to read as follows:

“(e) To operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with Suwannee River Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained herein.”

SECOND: ARTICLE V, MEMBERS, paragraph 4, is amended to read as follows:

“Notwithstanding the other provisions contained in these Articles to the contrary, the Developer, as the Class B member, or its successors in interest, shall exercise all rights and privileges under these Articles until the Class B membership terminates pursuant to these Articles. Developer, prior to relinquishing control of the Association or otherwise allowing control to transfer to the Directors of the Association elected by the Class A members, shall provide at least 30 days written notice to the Suwannee River Water Management District that all terms and conditions placed upon Developer by permits or authorizations from the Suwannee River Water Management District have been satisfied in full and that transfer is proposed to occur on a specific date. Class B membership shall terminate upon the happening of one of the following events, whichever shall first occur:”

THIRD: ARTICLE X, DISPOSITION OF ASSETS UPON DISSOLUTION, paragraph two, is amended to read as follows:

“In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40B-4.2035, F.A.C., and be approved by the Suwannee River Water Management District prior to such termination, dissolution or liquidation.”

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SECRETARY OF DISTRICT
CLERK OF DISTRICT
OLD WIRE ROAD

FOURTH: ARTICLE XI, AMENDMENT OF ARTICLES, is amended to read as follows:

"These Articles may be amended at any time by an affirmative vote of two-thirds (2/3) or more of the Members of the Association entitled to vote in accordance with the limitations set forth in Article V of these Articles. Amendments which directly or indirectly impact operation and maintenance of the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the Association or the owners in common, may be made after approval by the Suwannee River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendments to the articles or the bylaws which do not impact operation or maintenance of the system may be made without authorization of the Suwannee River Water Management District; however, copies of any such amendments shall be forwarded to the District within 30 days of approval."

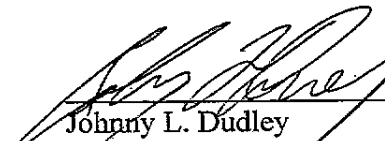
FIFTH: ARTICLE XII, BYLAWS, is amended to read in its entirety as follows:

"The Association shall adopt Bylaws governing the conduct of the affairs of the Association."

SIXTH: The date of the Amendment's adoption is January 5, 1998.

SEVENTH: The amendment is adopted by the Board of Directors with the approval of all of the Class B members.

Signed this 5th day of January, 1998.


Johnny L. Dudley
President/Director