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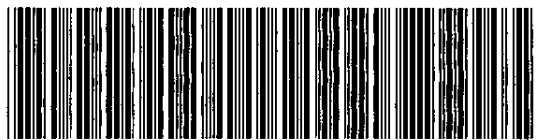
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 DEC 17 PM 3:37

Amend/cc
@ 12/18/09



Clayton & McCulloh

ATTORNEYS AT LAW

Attorneys:

Kenneth M. Clayton
Neal McCulloh

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Jeff A. Stone

Sonia A. Bosinger

December 15, 2009

Division of Corporations
ATTN: CERTIFICATION
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for Lake Berkley Resort Master Association, Inc.

Dear Sir or Madam:


Enclosed herewith please find the original "Articles of Amendment to Articles of Incorporation of Lake Berkley Resort Master Association, Inc.", to be filed with the Florida Secretary of State. **Once the above-referenced document has been filed with the Secretary of State, please provide this firm with a certified copy of same.**

Also enclosed is the Association's check in the amount of \$35.50 and this firm's check in the amount of \$8.25 (for a total of \$43.75) for the cost of said filing and for the cost of obtaining a certified copy.

Should you have any questions or require additional information, please feel free to contact me at your earliest convenience.

Sincerely,

CLAYTON & McCULLOH


Jenny McKinney
Paralegal

:jlm
Enclosure

cc: Lake Berkley Resort Master Association, Inc. (without enclosure)

Main Office:

The Clayton & McCulloh Building
1065 Maitland Center Commons Blvd.
Maitland, FL 32751
Tel: (407) 875-2655
Fax: (407) 875-3363

Brevard County Branch Office:

Indian Harbour Beach Professional Plaza
2040 S. R. A1A, Suite 201
Indian Harbour Beach, FL 32937
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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF LAKE
BERKLEY RESORT MASTER ASSOCIATION, INC.**

Pursuant to the provisions of §617.1006, *Fla. Stat.*, LAKE BERKLEY RESORT MASTER ASSOCIATION, INC. ("Association") adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment adopted:

Article V, Section 1 of the ARTICLES OF INCORPORATION OF LAKE BERKLEY RESORT MASTER ASSOCIATION, INC. is hereby amended as follows (additions are indicated by underlining; deletions are indicated by ~~strike-outs~~, omitted and unaltered provisions are indicated by ellipses):

...

ARTICLE V – BOARD OF DIRECTORS

Section 1. Voting Rights. The affairs of the Master Association will be managed by the Board. Each Members shall be entitled to appoint one Director to the Board, as more particularly described in the Master Declaration and the Bylaws. However, to the extent that a Member is a Neighborhood Association, the President of such Neighborhood Association shall automatically be deemed to be the Director appointed on behalf of such Neighborhood Association. Nevertheless, no Director serving on the Board of the Master Association shall be a current owner of, employee of, or in any other way directly sharing in any profits, risks, or losses of, a property management entity (which shall include, but not be limited to, Community Association Management Firms as defined by Chapter 468.431(3), Florida Statutes (2009), short-term vacation rental management companies, etc). Additionally, no Director serving on the Board of the Master Association shall be a current owner of, employee of, or in any other way sharing in any profits, risks, or losses of, a contractor or vendor that provides services of any nature to the Master Association or to the Lake Berkley Resort. While any such person(s) shall not be eligible to serve as a Director on the Board of Directors of the Master Association, any such person(s) may serve as an Officer of the Master Association should the Board so choose. Notwithstanding any other provision herein to the contrary, any person(s) affiliated with or employed by the Hapimag Lake Berkley Corporation, its successors and/or assigns, shall specifically be excepted from the aforementioned restrictions for service on the Board as stated in this section. Each Director shall be entitled to cast one vote; provided, however, that nothing herein shall prevent the same person from holding more than one directorship on behalf of multiple Members, in which case such person shall be entitled to cast all the votes allocated to such directorships. Notwithstanding the foregoing, the Board shall contain a minimum of at least three different individuals serving as Directors at all times. All affairs of the Master Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Master Declaration. Neither the Members of the Master Association nor the Owners of Residential Units shall have any voting rights in the Master Association.

...

SECOND: The date of adoption of the Amendment was the 16th day of November, 2009.

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THIRD: Adoption of Amendment:

Article IX of the ARTICLES OF INCORPORATION OF LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., entitled "Amendments", in effect prior to the adoption of the instant amendment, provided that Amendments to the Articles of Incorporation may be approved by the assent of two-thirds (2/3) of the Board.

The members of the corporation were entitled to vote on the Amendment. The members of the Association duly adopted the Amendment in accordance with the above-stated provision. **The number of votes cast for the Amendment was sufficient for approval.**

THE ASSOCIATION has caused these presents to be executed in its name, this 10th day of November, 2009.

LAKE BERKLEY RESORT MASTER ASSOCIATION, INC.

By:

(Sign)

(Print)

President, Lake Berkley Resort Master Association, Inc.

Attest:

(Sign)

(Print)

Secretary, Lake Berkley Resort Master Association, Inc.

STATE OF FLORIDA

COUNTY OF Osceola

The foregoing was acknowledged before me this 10th day of November, 2009 by Jane K. Takhar, as President, and Helmuth Raith as Secretary, of LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation, who is personally known to me or who has produced as identification.

NOTARY PUBLIC

(Sign)

(Print)

State of Florida, At Large

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Stephen R. Klosterman
Commission #DD834015
Expires: DEC. 14, 2012
BONDED THRU ATLANTIC BONDING CO., INC.