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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

VILLAGE III, INC.

The Articles of Incorporation of Village III, Inc. were originally filed on February 7, 1996 and assigned document number P96000011927. The Articles of Incorporation were previously amended by those Articles of Amendment filed August 25, 2008, to include certain provisions as required by Wells Fargo Bank, N.A. The corporation is selling the real estate known as The Villages at Venetian Bay with the written consent of Wells Fargo Bank, N.A. Pursuant to the provisions of section 607.1006 of the Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

1. All paragraphs and Articles under the heading "FIRST" of the Articles of Amendment filed August 25, 2008 are hereby deleted including the introductory paragraph, the Purpose paragraph and Articles III, VII, VIII, IX and X.

2. ARTICLE III is added as follows:

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of Florida.

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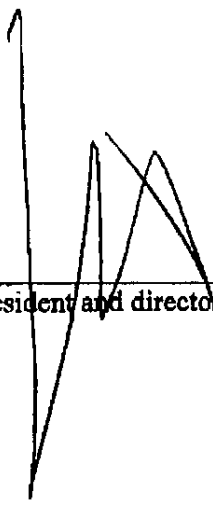
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3. These Articles of Amendment were unanimously approved and adopted by the Board of Directors of the corporation and all shareholders on February 16th, 2012.

4. The number of votes cast for approval of these Articles of Amendment by the Shareholders was sufficient for approval.

Dated this 16th day of February, 2012.



Scott F. Lutgert, as president and director
of Village III, Inc.

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