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PAT FRANK CLERK OF COURT
HILLSBOROUGH COUNTY
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Prepared by and return to:
Ellen Hirsch de Haan, J.D.
Becker & Poliakoff, P.A.
2401 West Bay Drive, Suite 414
Largo, FL 33770

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION AND BY-LAWS OF
CHEVAL PROPERTY OWNERS' ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT the attached amendment to the Articles of Incorporation and By-Laws of Cheval Property Owners' Association, Inc., attachments to the Master Declaration of Covenants, Conditions and Easements for Cheval Polo & Golf Club, as recorded in Official Records Book 4450 at Page 1789 of the Public Records of Hillsborough County, Florida, werer duly adopted in the manner provided in the Governing Documents at a meeting held May 18, 2005.

IN WITNESS WHEREOF, we have affixed our hands this 31st day of August, 2005, at Tampa, Hillsborough County, Florida.

WITNESSES

Sign [Signature]
Print Cindy White
Sign [Signature]
Print Karen Wise

**CHEVAL PROPERTY OWNERS'
ASSOCIATION, INC.**

By: [Signature]
Don Ingham, President

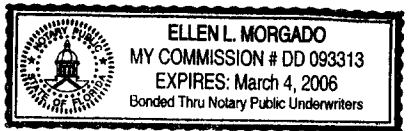
STATE OF FLORIDA)
) SS
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 31st day of August, 2005, by Don Ingham, as President of Cheval Property Owners' Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

SIGN [Signature]
PRINT Ellen L. Morgado
State of Florida at Large

My Commission Expires:



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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CHEVAL PROPERTY OWNERS' ASSOCIATION, INC. Document No. N06031

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporations adopt the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: Article VII (See attached)

SECOND: The date of adoption of the amendment was May 18, 2005

THIRD: Adoption of amendment (Check one):

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

(SEAL)

CHEVAL PROPERTY OWNERS
ASSOCIATION, INC.

BY: Don Ingham

Don Ingham, President

DATED August 31, 2005

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

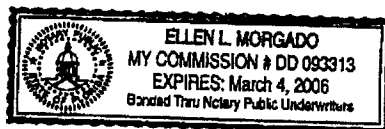
BEFORE ME, the undersigned authority, personally appeared Don Ingham, to me known to be the President of Cheval Property Owners' Association, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such authorized agent, under authority vested in him/her by said corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 31 day of August, 2005.

Ellen L Morgado
Notary Public

Printed Name: Ellen L Morgado

My commission expires:



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ADOPTED AMENDMENTS TO
ARTICLES OF INCORPORATION AND
BY-LAWS OF
CHEVAL PROPERTY OWNERS' ASSOCIATION, INC.

FILED
05 SEP 14 AM 7:26
TALLAHASSEE, FLORIDA

- 1. Adopted amendment to Articles of Incorporation, Article VII, to read as follows:

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of Directors initially composed of three (3) Directors, who must be members of the Association, and be in good standing in Cheval East. The number of Directors may be changed by amendment to the By-Laws of this Association but shall never be less than three (3). ~~The term of office for all Directors shall be one (1) year.~~ The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualify, unless they sooner shall die, resign, terminate their membership in the Association, or are removed, are:
...

- 2. Adopted amendment to By-Laws, Article IV., Section 2, to read as follows:

ARTICLE IV – DIRECTORS

...

2. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of members, the membership shall elect directors ~~to hold office until the next annual meeting.~~ At the first election following the adoption of this amendment, three (3) Directors shall be elected for two (2) year terms, and four (4) Directors shall be elected to serve a one (1) year term. Thereafter, in each even-numbered year, 4 Directors will be elected for 2-year terms, and in each odd-numbered year, 3 Directors will be elected for 2-year terms. Each year thereafter, each seat shall be filled for a term of two years. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

PLEASE NOTE: NEW LANGUAGE IS INDICATED BY UNDERLINING;
DELETED TEXT IS INDICATED BY STRIKE THROUGH, UNAFFECTED
TEXT INDICATED BY "..."