

THIS DOCUMENT PREPARED BY
AND RETURN TO:
Brian S. Hess, Esq.
CLAYTON & MCCULLOH
1065 Maitland Center Commons Boulevard
Maitland, Florida 32751

-----The area above this line is for recording purposes only-----

**CERTIFICATE OF ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF LAKE BERKLEY RESORT MASTER ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Secretary of LAKE BERKLEY RESORT MASTER ASSOCIATION, INC. (hereinafter "Association"), pursuant to the Florida Statutes and the ARTICLES OF INCORPORATION OF LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., recorded in Official Record Book 1612, Page 1659, *et. seq.*, of the Public Records of Osceola County, Florida, as amended and supplemented (hereinafter "Articles"), hereby certify that the ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., which amendment is attached hereto and by reference made a part hereof (hereinafter "Amendment"), was duly adopted at a special meeting of the Board of Directors on the 10th day of November, 2009 (hereinafter "Meeting").

Said Amendment was approved at the Meeting in accordance with the requirements of Article IX of the Articles by the affirmative vote of at least two-thirds (2/3) of the Members of the Board. Proper notice was given for the Meeting pursuant to the Bylaws of the Association and the Florida Statutes. The notice of the Meeting stated the purpose, time, date and location of the Meeting.

With the exception of the Amendment, all other terms and conditions of the Articles shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has caused these presents to be executed in its name, this 10th day of November, 2009.

Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)

M. BLUNSON
(Print - Witness 1)

R. Blunson
(Sign - Witness 2)

R. BLUNSON
(Print - Witness 2)

LAKE BERKLEY RESORT MASTER
ASSOCIATION, INC.

BY: [Signature]
(Sign)

JANE E. TAKHAN, President
(Print)

[Signature]
(Sign - Witness 1)

Stephen R Klosterman
(Print - Witness 1)

Peter Ryvin
(Sign - Witness 2)

Peter Ryvin
(Print - Witness 2)

ATTEST: [Signature]
(Sign)

HELMUTH RAITH, Secretary
(Print)

STATE OF FLORIDA
COUNTY OF Osceola

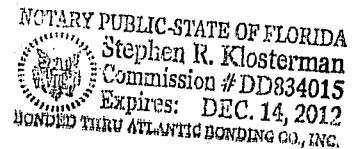
The foregoing was acknowledged before me this 10th day of November, 2009
by Jane Takhan as President, and Helmuth Raith
as Secretary, of LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., a Florida not for profit
corporation, on behalf of the corporation. They are personally known to me [X] or have produced
_____ as identification.

NOTARY PUBLIC

[Signature]
(sign)

Stephen R Klosterman
(print)

(Notary Seal)
State of Florida at Large
My Commission Expires:



(Articles)

State of Florida



Department of State

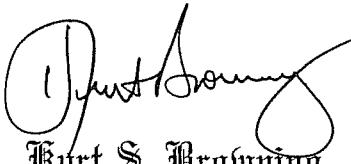
I certify the attached is a true and correct copy of the Articles of Amendment, filed on December 17, 2009, to Articles of Incorporation for LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N99000002039.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighteenth day of December, 2009



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

**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 10th day of November, 2009.

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

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) J. K. Takhar

(Print) JANE K. TAKHAR

President, Lake Berkley Resort Master Association, Inc.

Attest:

(Sign) [Signature]

(Print) HELMUTH RAITH

Secretary, Lake Berkley Resort Master Association, Inc.

STATE OF FLORIDA
COUNTY OF Osceola

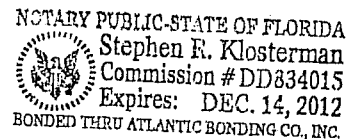
The foregoing was acknowledged before me this 10th day of November, 2009 by Jane Takhar, as President, and Helmuth as Secretary, of LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation, who is personally known to me or who has produced as identification.

NOTARY PUBLIC

(Sign) [Signature]

(Print) Stephen R. Klosterman

State of Florida, At Large
My Commission Expires:



THIS DOCUMENT PREPARED BY
AND RETURN TO:
Brian S. Hess, Esq.
CLAYTON & MCCULLOH
1065 Maitland Center Commons Boulevard
Maitland, Florida 32751

-----The area above this line is for recording purposes only-----

CERTIFICATE OF AMENDMENT TO
MASTER DECLARATION OF COVENANTS AND RESTRICTIONS FOR
LAKE BERKLEY RESORT

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Secretary of LAKE BERKLEY RESORT MASTER ASSOCIATION, INC. (hereinafter "Association"), pursuant to the Florida Statutes and the MASTER DECLARATION OF COVENANTS AND RESTRICTIONS FOR LAKE BERKLEY RESORT, recorded in Official Record Book 1612, Page 1629, *et. seq.*, of the Public Records of Osceola County, Florida, as amended and supplemented (hereinafter "Declaration"), hereby certify that the AMENDMENT TO MASTER DECLARATION OF COVENANTS AND RESTRICTIONS FOR LAKE BERKLEY RESORT, which amendment is attached hereto and by reference made a part hereof (hereinafter "Amendment"), was duly adopted at a special meeting of the Board of Directors on the 10th day of November, 2009 (hereinafter "Meeting").

Said Amendment was approved at the Meeting in accordance with the requirements of Article XIII, Section 2 of the Declaration by the affirmative vote of at least two-thirds (2/3) of the Members of the Board. Proper notice was given for the Meeting pursuant to the Bylaws of Lake Berkley Resort Master Association, Inc. and the Florida Statutes. The notice of the Meeting stated the purpose, time, date and location of the Meeting.

With the exception of the Amendment, all other terms and conditions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has caused these presents to be executed in its name, this 10th day of November, 2009.

Signed, sealed and delivered
in the presence of:

LAKE BERKLEY RESORT MASTER
ASSOCIATION, INC.

[Signature]
(Sign - Witness 1)

BY: [Signature]
(Sign)

M. Newland
(Print - Witness 1)

JANE E. TAKHAR, President
(Print)

R. Blum
(Sign - Witness 2)

R. BLUNSON
(Print - Witness 2)

[Signature]
(Sign - Witness 1)

ATTEST: [Signature]
(Sign)

Stephen R. Klosterman
(Print - Witness 1)

Helmuth Raith, Secretary
(Print)

[Signature]
(Sign - Witness 2)

Peter Ryvin
(Print - Witness 2)

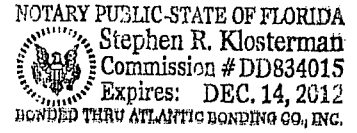
STATE OF FLORIDA
COUNTY OF Osceola

The foregoing was acknowledged before me this 10th day of November, 2009
by Jane Takh 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. They are personally known to me [] or have produced
_____ as identification.

NOTARY PUBLIC
[Signature]
(sign)

Stephen R. Klosterman
(print)

(Notary Seal)
State of Florida at Large
My Commission Expires:



(D.C.G.R.)

**AMENDMENT TO MASTER DECLARATION OF COVENANTS AND
RESTRICTIONS FOR LAKE BERKLEY RESORT**

The following amendment is made to Article III Section 3.2, of the MASTER DECLARATION OF COVENANTS AND RESTRICTIONS FOR LAKE BERKLEY RESORT, recorded in Official Records Book 1612, at Page 1633, *et. seq.*, of the Public Records of Osceola County, Florida, as amended from time to time (additions are indicated by underlining, deletions are indicated by ~~strike through~~, and omitted but unaltered provisions are indicated by ellipses):

ARTICLE III - MASTER ASSOCIATION

...

3.2. Voting Rights. The affairs of the Master Association will be managed by the Board. Each Member shall be entitled to appoint one (1) Director to the Board, however, no Director shall be a current owner of, employee of, or in any other way directly or indirectly 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 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 which is licensed or conducting business within the state of Florida and 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 of the Directors shall be entitled to cast one (1) vote when acting in their capacity as a Director of the Master Association: Notwithstanding anything in this Declaration to the contrary, 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. Unless otherwise specifically provided herein in the Articles or the Bylaws, 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. Neither the Members of the Master Association nor the Owners of Residential Units shall have any voting rights in the Master Association.

...

THIS DOCUMENT PREPARED BY
AND RETURN TO:
Brian S. Hess, Esq.
CLAYTON & MCCULLOH
1065 Maitland Center Commons Boulevard
Maitland, Florida 32751

-----The area above this line is for recording purposes only-----

CERTIFICATE OF AMENDMENT TO
BYLAWS OF LAKE BERKLEY RESORT MASTER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Secretary of LAKE BERKLEY RESORT MASTER ASSOCIATION, INC. (hereinafter "Association"), pursuant to the Florida Statutes and the BYLAWS OF LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., recorded in Official Record Book 1612, Page 1665, *et. seq.*, of the Public Records of Osceola County, Florida, as amended and supplemented (hereinafter "Bylaws"), hereby certify that the AMENDMENT TO BYLAWS OF LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., which amendment is attached hereto and by reference made a part hereof (hereinafter "Amendment"), was duly adopted at a special meeting of the Board of Directors on the 10th day of November, 2009 (hereinafter "Meeting").

Said Amendment was approved at the Meeting in accordance with the requirements of Article XI, Section 1 of the Bylaws by the affirmative vote of at least two-thirds (2/3) of the Members of the Board. Proper notice was given for the Meeting pursuant to the Bylaws of the Association and the Florida Statutes. The notice of the Meeting stated the purpose, time, date and location of the Meeting.

With the exception of the Amendment, all other terms and conditions of the Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has caused these presents to be executed in its name, this 10th day of November, 2009.

Signed, sealed and delivered
in the presence of:

LAKE BERKLEY RESORT MASTER
ASSOCIATION, INC.

[Signature]
(Sign - Witness 1)

BY: [Signature]
(Sign)

M. NEWLAND
(Print - Witness 1)

JANE E. TAKHAR, President
(Print)

R Blum
(Sign - Witness 2)

R. BLUNSON
(Print - Witness 2)

MARKT
(Sign - Witness 1)

ATTEST: [Signature]
(Sign)

Stephen R. Klosterman
(Print - Witness 1)

HELMUTH RAITH Secretary
(Print)

Peter Ryvin
(Sign - Witness 2)

Peter Ryvin
(Print - Witness 2)

STATE OF FLORIDA
COUNTY OF Oscoda

The foregoing was acknowledged before me this 10th day of November, 2009
by Jane Takhur 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. They are personally known to me [] or have produced
_____ as identification.

NOTARY PUBLIC

MARKT
(sign)

Stephen R Klosterman
(print)

(Notary Seal)
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.

(Bylaws)

**AMENDMENT TO BYLAWS OF
LAKE BERKLEY RESORT MASTER ASSOCIATION, INC.**

The following Amendments are made to Article IV, Sections 1 and 2, of the BYLAWS OF LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., recorded in Official Records Book 1612, at Page 1665, *et. seq.*, of the Public Records of Osceola County, Florida (additions are indicated by underlining, deletions are indicated by ~~strike through~~, and omitted but unaltered provisions are indicated by ellipses):

...

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Voting Rights. The affairs of the Master Association will be managed by the Board. Each Member shall be entitled to appoint one Director to the Board. 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 or indirectly 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 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 which is licensed or conducting business within the state of Florida and 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. 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.

Section 2. Term. Each Director shall serve at the leisure of the Member appointing such

Director. In the event a Director resigns or dies, a new Director shall be appointed by the affected Member. In the case of a Neighborhood Associations, the President of the Neighborhood Association shall automatically be deemed the Director on behalf of the Neighborhood Association and shall serve on the Board until a new President of the Neighborhood Association is elected. 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, or a contractor or vendor that provides services of any nature to the Master Association or to the Lake Berkley Resort, as addressed in Article IV, Section 1 of these Bylaws, as amended. 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.

...