



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 18, 2005

CANTERBURY LAKES HOMEOWNERS ASSOCIATION, INC.
325 SOUTH BOULEVARD
TAMPA, FL 33605

Re: Document Number N02000006096

The Articles of Amendment to the Articles of Incorporation of CANTERBURY LAKES HOMEOWNERS ASSOCIATION, INC., a Florida corporation, were filed on January 14, 2005.

This document was electronically received and filed under FAX audit number H05000011579.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Irene Albritton
Document Specialist
Division of Corporations

Letter Number: 805A00003188

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CANTERBURY LAKES HOMEOWNERS ASSOCIATION, INC.**

Document Number N02000006096

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following amendments to its Articles of Incorporation:

1. Article VII, Section 1, of the Articles is hereby deleted and replaced with the following:

Section 1. Until the Class "B" membership shall cease and be converted to a Class "A" membership, the affairs of this Association shall be managed by a Board of three (3) directors appointed by Declarant or his successors and assigns, who shall serve at the pleasure of Declarant (or any party to which Declarant assigns such rights). Such directors need not be Association members. Thereafter, the Board of Directors shall consist of either three (3) members or five (5) members as determined by the Members at each subsequent annual meeting. Such elected directors must be members of the Association.

2. Article XI of the Articles is hereby deleted and replaced with the following:

BYLAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of a majority of the Board of Directors, except as to those provisions for Amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments."

3. Article XV of the Articles is hereby added to provide the following:

CONFLICTS

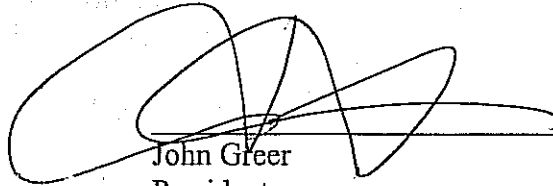
In the case of any conflict between the Articles of Incorporation, or any amendment thereto, and the By-Laws, the Articles shall control, and in the case of any conflict between the Declaration and these Articles, the Declaration shall control.

4. The date of the adoption of these amendment was January 14, 2005 and these amendment shall become effective upon filing.

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5. These amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

Signed this 14 day of January, 2005.



John Greer
President
Canterbury Lakes Homeowners Association, Inc.