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THIS INSTRUMENT prepared by:  
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**CERTIFICATE OF AMENDMENT  
TO THE  
DECLARATION OF RESTRICTIVE COVENANTS  
KINGS GATE SUBDIVISION**

THIS AMENDMENT is made this 13<sup>th</sup> day of APRIL, 2009, to the Declaration of Restrictive Covenants, Kings Gate Subdivision ("Declaration") by VICTORIA ESTATES, LTD., a New York limited partnership (the "Declarant"), with the joinder of NB/85 ASSOCIATES, a New York general partnership ("NB/85"), KINGSGATE ASSOCIATES II, LTD., a Florida limited partnership ("Kingsgate II"), WR-I ASSOCIATES LTD., a Florida limited partnership ("WR-I"), KGH DEVELOPMENT, LLC, a Florida limited liability company, and KINGS GATE HOMES, LLC, a Florida limited liability company.

WHEREAS, On January 20, 1998, Declarant recorded the Declaration of Restrictive Covenants, Kings Gate Subdivision (the "Declaration") in Official Records Book 1584, Page 1067 of the Public Records of Charlotte County, Florida; and

WHEREAS, pursuant to Article 2, Section 2 of the Declaration, the Declarant may amend the Declaration in its sole discretion until such time as the "Community Completion Date," as that term is defined in the Declaration, has been reached; and

WHEREAS, The Community Completion Date has not been reached as of the date of this Amendment; and

WHEREAS, The Declarant desires to further amend the Declaration in certain respects and to evidence such amendments by this writing.

NOW, THEREFORE, the Declaration is amended as follows:

1. The Articles of Incorporation of the Association, attached as Exhibit "E" to the Declaration, are amended regarding Class "B" membership. Such amendments to the Articles are evidenced by the Amendment to the Articles of Incorporation attached as Exhibit "A".

IN WITNESS WHEREOF, we have hereunto affixed our hands and seal of the said corporation, this 13<sup>th</sup> day of April, 2009.

Witnesses:

Declarant:

Victoria Estates, Ltd.

By: Benderson-Victoria, L.C., its general partner

Sherry A. Kerlak  
Printed Name: Sherry A. Kerlak

By: David H. Baldauf  
David H. Baldauf, its Manager

Kim Owens  
Printed Name: Kim Owens

ad

STATE OF New York  
COUNTY OF Erie

BEFORE ME, the undersigned authority, appeared this 13<sup>th</sup> day of April, 2009, David H. Baldauf, as Manager of Benderson-Victoria, L.C., the general partner of Victoria Estates, Ltd., who is personally known to me or who has produced for me \_\_\_\_\_ as identification, and who acknowledged voluntarily and knowingly executing the foregoing FIRST AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS KINGS GATE SUBDIVISION for the purposes and consideration therein expressed, and who did not take an oath.

Sherry A. Kerlak  
Notary Signature  
My Commission Expires:

**SHERY A. KERLAK**  
Notary Public, State of New York  
Registration No. 01KE601849  
Qualified in Erie County  
My Commission Expires January 11, 2011



**EXHIBIT "A"**  
**AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
KINGS GATE HOMEOWNERS ASSOCIATION, INC.**

This Amendment to the Articles of Incorporation of Kings Gate Homeowners Association, Inc., amends the Articles of Incorporation as adopted by the Board of Directors of said Association. The Articles of Incorporation of the Association are amended as follows:

(NOTE: Underlined language is added and ~~cross-through~~ language is deleted).

1. Article VI, of the Articles of Incorporation shall be amended as follows (all other provisions of Article VI shall remain the same):

Class B. Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three and six tenths (3.6) votes for each Lot owned. The Class "B" membership shall cease and be converted to Class "A" membership on the happening of any of the following events, whichever occurs earlier:

- (a) Three months after ninety percent (90%) of the Homesites or Lots in all phases of the community that will ultimately be operated by the Association have been conveyed to Class "A" members; or
- (b) ~~Fifteen (15) years from the date of filing of the Declaration; or~~
- (c) At such time as the Class "B" member voluntarily relinquishes its right to vote.

I HEREBY CERTIFY that the foregoing amendments to the Articles of Incorporation of the above named Association were duly adopted by the Board of Directors of said Association on the 20<sup>th</sup> day of APRIL, 2009.

**KINGS GATE HOMEOWNERS  
ASSOCIATION, INC.**

a Florida Corporation not-for-profit

By: \_\_\_\_\_

President