

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF THE SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.**

THE UNDERSIGNED officers of the SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC., the not-for-profit Florida corporation organized and existing to operate and maintain the SPRUCE CREEK FLY-IN subdivision, according to the Declaration of Covenants and Restrictions thereof, as recorded in O.R. Book 1739, page 1093, et. seq., Public Records of Volusia County, Florida, hereby certify and confirm that the amendment set forth below to the Articles of Incorporation of SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC., as originally recorded in O.R. Book 2126, Page 1567, et. seq. Public Records of Volusia County, as amended, were approved by not less than a majority of those owners present and voting, in person or by proxy, at a membership meeting held October 10, 2009. The undersigned certify that the Articles of Incorporation amendment was proposed and adopted in accordance with the subdivision documents and applicable law.

New language indicated by underlining
Deleted language indicated by strike-through -----

ARTICLE VII

DIRECTORS

- A. The affairs of the Association will be managed by a Board consisting of ~~three (3) or five (5)~~ seven (7) directors, as ~~determined by~~ set forth in the Amended and Restated Bylaws.

(The remainder of the Articles is unchanged.)

Executed this 20 day of Oct 2009.

Signed, sealed and delivered
in the presence of witnesses:

Print Brethan A. Horton

Print Robert E. Byrd

SPRUCE CREEK PROPERTY OWNERS'
ASSOCIATION, INC.


By: Michael R. Hay
Print MICHAEL R. HAY
, Vice President

Address 212-1 CESSNA BLVD.
PORT ORANGE, FL 32128


Print Arthur A Hunt

Print _____

ATTEST:

By: 
Print GERARD J. PROBST
, Treasurer

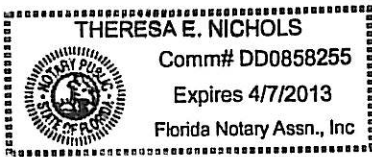
Address 212-1 CESSNA BLVD
PORT ORANGE, FL 32128


(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, personally appeared MICHAEL HAY
and Gerald Probst, to me personally known to be the Vice President and
Treasurer, respectively, of SPRUCE CREEK PROPERTY OWNERS ASSOCIATION,
INC., or having produced drivers license as identification and did/did not
take an oath, and they severally acknowledged before me that they freely and voluntarily
executed the same as such officers under authority vested in them by said Corporation.

WITNESS my hand and official Seal in the State and County last aforesaid, this
20 day of Oct., 2009.




Notary Public, State of Florida at Large.
Printed Name: Theresa E. Nichols
My commission expires: 4-7-2013

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF THE SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.**

THE UNDERSIGNED officers of the SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC., the not-for-profit Florida corporation organized and existing to operate and maintain the SPRUCE CREEK FLY-IN subdivision, according to the Declaration of Covenants and Restrictions thereof, as recorded in O.R. Book 1739, page 1093, et. seq., Public Records of Volusia County, Florida, hereby certify and confirm that the amendment set forth below to the Articles of Incorporation of SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC., as originally recorded in O.R. Book 2126, Page 1567, et. seq. Public Records of Volusia County, as amended, were approved by not less than a majority of those owners present and voting, in person or by proxy, at a membership meeting held October 10, 2009. The undersigned certify that the Articles of Incorporation amendment was proposed and adopted in accordance with the subdivision documents and applicable law.

New language indicated by underlining
Deleted language indicated by strike-through -----

ARTICLE VII

DIRECTORS

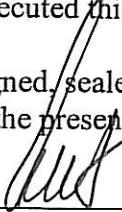
- A. The affairs of the Association will be managed by a Board consisting of ~~three (3) or five (5)~~ seven (7) directors, as ~~determined by~~ set forth in the Amended and Restated Bylaws.

(The remainder of the Articles is unchanged.)


Executed this 20 day of Oct. 2009.

Signed, sealed and delivered
in the presence of witnesses:

SPRUCE CREEK PROPERTY OWNERS'
ASSOCIATION, INC.


Print ARTHUR A. EVANS

By: Michael R Hay
Print MICHAEL R HAY
, Vice President


Print Kenneth R. Lyden

Address 212-1 COSSMA BLVD.
PORT ORANGE, FL 32128

[Signature]
Print ARNDT A HORN

ATTEST:

By: [Signature]
Print GERARD J. PROBST
, Treasurer

[Signature]
Print [Signature]

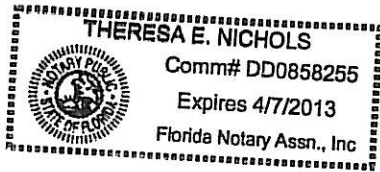
Address 212-1 CESSNA BLVD
PORT ORANGE FL 32128

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, personally appeared MICHAEL HAY and Gerold Probst, to me personally known to be the Vice President and Treasurer, respectively, of SPRUCE CREEK PROPERTY OWNERS ASSOCIATION, INC., or having produced drivers License as identification and did/did not take an oath, and they severally acknowledged before me that they freely and voluntarily executed the same as such officers under authority vested in them by said Corporation.

WITNESS my hand and official Seal in the State and County last aforesaid, this 20 day of Oct, 2009.



[Signature]
Notary Public, State of Florida at Large.
Printed Name: Theresa E. Nichols
My commission expires: 4-7-2013

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CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.

THIS IS TO CERTIFY THAT the following Amendment to and Restatement of the Articles of Incorporation of the SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC., as recorded in Official Records Book 2126, Pages 1567, et seq., (and as amended), Public Records of Volusia County, Florida, were duly adopted in accordance with the provisions of the Articles of Incorporation. These Amendments constitute a complete revision and restatement of the Articles of Incorporation:

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.

(A corporation not-for-profit under the laws of the State of Florida.)

INTRODUCTION

Pursuant to Article 11 of the Articles of Incorporation of Spruce Creek Property Owners' Association, Inc., as amended (the "Original Articles"), a majority of the Board of Directors (the "Board") of Spruce Creek Property Owners' Association, Inc. (the "Association") proposed that the Original Articles be amended and restated as hereinafter set forth. On 4 February 1992 the Association held a special meeting of the Members of the Association, and these Amended and Restated Articles of Incorporation of Spruce Creek Property Owners' Association, Inc. (these "Restated Articles") were approved by the affirmative vote of a majority of the Members voting appurtenant to Lots (as hereinafter defined) and condominium units subject to Association assessment consistent with the requirements of Articles III and IX, C. of the current Bylaws. By and through its Board, the Association hereby adopts these Restated Articles as hereinafter set forth.

ARTICLE I

NAME

The name of the corporation shall be SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II

DEFINITIONS

In addition to the initially capitalized terms defined elsewhere in these Restated Articles, the following terms shall have the following meanings:

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"Airport" shall mean the taxiways, clearways, clear zones, tie down areas, runway and other facilities comprising the airport located on the real property and easements described on Exhibit A attached hereto and made a part hereof, all of which properties are Association Properties.

"Association Properties" shall have the meaning set forth in Article III of the Original Declaration and shall include all real property designated as such in the Declaration.

"Commercial" means pertaining to a commercial lot.

"Commercial Lot" means a lot that has frontage on either Cessna Boulevard or Beech Boulevard, or a lot denoted as a commercial lot in the Declaration or in a valid supplement thereto, including but not limited to, those commercial lots named on the attached Exhibit B.

"Community" or "Spruce Creek Fly-In Community" shall mean and include all real property that is subject to the Declaration.

"Declaration" shall mean the Declaration of Covenants and Restrictions for Fly-In Spruce Creek, Inc. Subdivision, Unit One, as recorded in Official Records Book 1739 at Pages 1093 through 1120 (the "Original Declaration") of the Public Records of Volusia County, Florida, as amended, modified and/or supplemented by:

A. First Amendment to Declaration of Covenants and Restrictions for Fly-In Spruce Creek, Inc. Subdivision, Unit One, as recorded in Official Records Book 1777 at Page 1094, et. seq.;

B. Supplementary Declaration of Covenants and Restrictions of Fly-In Spruce Creek, Inc., as recorded in Official Records Book 1824 at Page 1891, et. seq.;

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C. First Amendment to Supplementary Declaration of Covenants and Restrictions -- Fly-In Spruce Creek, as recorded in Official Records Book 1883 at Page 1008, et. seq.;

D. Second Amendment to Declaration of Covenants and Restrictions for Fly-In Spruce Creek, Inc. Subdivision Unit I, as recorded in Official Records Book 2126 at Page 1565, et. seq.;

E. Supplementary Declaration of Covenants and Restrictions, Spruce Creek Subdivision, as recorded in Official Records Book 2180 at Page 1407, et. seq.;

F. Second Supplementary Declaration of Covenants and Restrictions, Spruce Creek Subdivision, Units II-A and II-B, as recorded in Official Records Book 2302 at Page 823, et. seq.;

G. Third Supplementary Declaration of Covenants and Restrictions, Woodside at Spruce Creek, as recorded in Official Records Book 2508 at Page 215, et. seq.;

H. Certificate of Amendment, as recorded in Official Records Book 2587 at Page 1791, et seq.;

I. Certificate of Amendment, as recorded in Official Records Book 2657 at Page 1427, et. seq.;

J. Supplementary Declaration of Covenants and Restrictions, Spruce Creek Subdivision, Unit II-C, as recorded in Official Records Book 2661 at Page 453, et. seq.;

K. Certificate of Amendment, as recorded in Official Records Book 3400 at Page 1242, et. seq.;

L. Amended Supplementary Declaration of Covenants and Restrictions, Wedgewood at Spruce Creek, as per map in Plat 40 at Page 130, as recorded in Official Records Book 2782 at Page 1589, et. seq.;

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M. Amendments to Amended Supplementary Declaration of Covenants and Restrictions Wedgewood at Spruce Creek and Amendment to Articles of Incorporation of Wedgewood at Spruce Creek Association, Inc., as recorded in Official Records Book 2899 at Page 1477, et. seq.;

N. Certificate of Second Amendment to Amended Supplementary Declaration of Covenants and Restrictions, Wedgewood at Spruce Creek, as recorded in Official Records Book 3389 at Page 1956, et. seq.;

O. Supplementary Declaration of Covenants and Restrictions, Aviation Corporate Campus I, as recorded in Official Records Book 2780 at Page 752, et. seq.;

P. Supplementary Declaration of Covenants and Restrictions, Commercial Property (Slaughter), as recorded in Official Records Book 2797 at Page 1234, et. seq.;

Q. Supplementary Declaration of Covenants and Restrictions, Spruce Creek Subdivision, Unit II-D, as recorded in Official Records Book 2869 at Page 550, et. seq.;

R. Certificate of Amendment, as recorded in Official Records Book 3400 at Page 1242, et. seq.;

S. Supplementary Declaration of Covenants and Restrictions, Fairway Chase, as recorded in Official Records Book 2873 at Page 934, et. seq.;

T. Supplementary Declaration of Covenants and Restrictions, Spruce Creek Subdivision, Unit III-A (Proposed), as recorded in Official Records Book 2915 at Page 11, et. seq.;

U. Supplementary Declaration of Covenants and Restrictions, Spruce Creek Commercial Property, as recorded in Official Records Book 2668 at Page 152, et. seq.;

V. Supplementary Declaration of Covenants and Restrictions, Commercial Property, as recorded in Official Records Book 2920 at Page 902, et. seq.;

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W. Supplementary Declaration of Covenants and Restrictions, Commercial Property, as recorded in Official Records Book 3015 at Page 715, et. seq.;

X. Supplementary Declaration of Covenants and Restrictions, Clubhouse Estates, as recorded in Official Records Book 3083 at Page 574, et. seq.;

Y. Amendment to Supplementary Declaration of Covenants and Restrictions, Clubhouse Estates Subdivision, as recorded in Official Records Book 3148 at Page 620, et. seq.;

Z. Supplementary Declaration of Covenants and Restrictions, Forest Park Subdivision, as recorded in Official Records Book 3133 at Page 962, et. seq.;

AA. Second Amendment to Supplementary Declaration of Covenants and Restrictions of Greenview Subdivision, as recorded in Official Records Book 3418 at Page 1239, et. seq.;

AB. Third Amendment to Supplementary Declaration of Covenants and Restrictions of Greenview Subdivision, as recorded in Official Records Book 3418 at Page 1242, et. seq.;

AC. Supplementary Declaration of Covenants and Restrictions, Spruce Creek Subdivision, Unit III-B, Section I, as recorded in Official Records Book 3182 at Page 441, et. seq.;

AD. Supplementary Declaration of Covenants and Restrictions for Glen Eagles, Unit III-E Subdivision (Proposed), as recorded in Official Records Book 3367 at Page 422, et. seq.;

AE. Amendment to Supplementary Declaration of Covenants and Restrictions for Glen Eagles at Spruce Creek, Unit III-E Subdivision, as recorded in Official Records Book 3397 at Page 1488, et. seq.;

AF. Supplementary Declaration of Covenants and

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Restrictions, Spruce Creek Subdivision, Unit III-B, Section II, as recorded in Official Records Book 3372 at Page 1034, et. seq.;

AG. Supplementary Declaration of Spruce Creek Country Club as recorded in Official Records Book 3418 at Page 7, et. seq.;

AH. Supplementary Declaration of Covenants and Restrictions, Windsor Court at Spruce Creek as recorded in Official Records Book 3566 at Page 1941, et seq.;

AI. Supplementary Declaration for Undeveloped Property as recorded in the Official Records Book 3566, Page 1961, et seq.;

all of the Public Records of Volusia County, Florida, as amended, modified or supplemented from time to time.

"Developer" shall mean Thompson Properties, Inc. of Florida, a Florida corporation, and its successors and assigns, if such successors and assigns should acquire any portion of the real property within the Community from Developer for the purpose of development, leasing and/or resale, so long as Developer assigns the rights of Developer to any such person or entity by an express written assignment recorded in Volusia County, Florida. Notwithstanding the foregoing, no more than one (1) person or entity may be Developer hereunder at one time.

"Legal Entity" Legal entities are defined as all entities that are not natural persons, including but not limited to partnerships, corporations, business associations, personal business enterprises and other activities operating in the commercial area of Spruce Creek.

"Lot" shall mean any plat of land shown as a numbered parcel that is subject to the Declaration and the jurisdiction of the Association.

"Members" shall mean every person or legal entity who is a record owner of a fee-simple estate, a life estate, an estate pur autre vie or a fee upon a condition, in any Lot

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or condominium unit within Spruce Creek Fly-In Community, whether developed or undeveloped, that is subject by the Declaration to assessment by the Association.

"Restated Bylaws" shall mean the Amended and Restated Bylaws of Spruce Creek Property Owners' Association, Inc.

ARTICLE III

PURPOSE

A. The purpose for which the Association is organized is to provide an entity to carry out and accomplish the purposes described in the Declaration, and to undertake such management, maintenance, operation, ownership and other duties with respect to the Association Properties and to any other land or property that may be submitted to said Declaration in accordance therewith.

B. The Association shall make no distributions of income to its Members, directors or officers, being conducted as a not-for-profit organization for the benefit of its Members.

ARTICLE IV

POWERS

The Association shall have the following powers:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Restated Articles, the Declaration and the Restated Bylaws. The powers granted to the Association shall be exercised by its Board of Directors unless the exercise thereof is otherwise restricted in these Restated Articles, the Declaration or the Restated Bylaws.

B. The Association shall have the power to administer and

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enforce all of the provisions of the Declaration, these Restated Articles and the Restated Bylaws, and all of the powers and duties reasonably necessary to carry out the responsibilities and duties conferred upon it by the Declaration, these Restated Articles and the Restated Bylaws, including but not limited to the following:

1. To make and establish reasonable rules and regulations regarding the use of Association Properties and all other real and personal property subject to its jurisdiction;
2. To levy and collect regular and special assessments against Members of the Association to defray the cost, expenses and losses of the Association;
3. To use the proceeds of assessments in the exercise of its powers and duties;
4. To maintain, repair, replace, operate and manage the Association Properties, including the right to reconstruct improvements after casualty and to make and construct additional improvements upon the Association Properties;
5. To purchase insurance upon the Association Properties and improvements and insurance for the protection of the Association and its Members;
6. To enforce, by legal means, the provisions of the Declaration, these Restated Articles, the Restated Bylaws and the rules and regulations governing the use of the Association Properties;
7. To contract for the management of the Association Properties, and to delegate to such contractor all or some of the powers and duties of the Association, except such as are specifically required by the Declaration to have approval of

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the Board or the membership of the Association;

8. To contract for the management and operation of portions of the Association Properties susceptible of separate management or operation, and to lease such portions;
9. To employ personnel and engage such professional assistance as may be necessary to perform the services required for the proper operation of the Association and Association Properties;
10. To exercise, undertake and accomplish all of the rights, duties and obligations that may be granted to or imposed upon the Association pursuant to the Declaration, these Restated Articles and the Restated Bylaws;
11. To pay utility bills for utilities serving the Association Properties;
12. To purchase equipment, supplies and materials required in the maintenance, repair, replacement, operation and management of the Association Properties;
13. To purchase Lots or condominium units at foreclosure or other judicial sales, in the name of the Association or its designee.
14. To borrow money necessary for operations or capital improvements providing such loans are covered in their entirety by currently approved assessment income for operations or 50% of the Association equity at time of loan application.
15. At the Board's discretion, an assessment prepayment program may be made available to all Members at a discount determined by the Board and such opportunity will be available without prejudice to all Members.

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ARTICLE V

MEMBERS

The qualifications of the Members, manner of their admission to membership and termination of such membership, and voting by Members shall be as follows:

A. The membership of the Association shall consist of one (1) class of Members, which shall include every person or entity who is a record owner of a fee simple estate, a life estate, an estate pur autre vie, or a fee upon condition in any Lot or condominium unit within Spruce Creek Fly-In Community, whether developed or undeveloped, that is subject, by the Declaration, to assessment by the Association.

B. Change of membership in the Association shall be established by recording, in the Public Records of Volusia County, Florida, a deed or other instrument establishing a record title to Lot or condominium unit and the delivery to the Association of a copy of such instrument. The owner or owners designated by such instrument thus becomes a Member, and the membership of the prior owner is terminated.

C. The interest of a Member in the funds, titles and assets of the Association, and their proceeds, cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Lot or condominium unit. The funds and assets of the Association belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purpose authorized herein, in the Declaration, and in the Restated Bylaws of the Association.

D. On all matters on which the membership shall be entitled to vote, there shall be one (1) vote appurtenant to each single-family residential Lot and each condominium unit. The votes that shall be appurtenant to commercial Lots and to any other Lots of a character not provided for

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above shall be as provided in any supplementary declaration submitting such properties to the jurisdiction of the Association. When a Lot or condominium unit is jointly owned, the majority of such joint owners shall designate by a written certificate (a "Voting Certificate") filed with the Secretary of the Association one of the joint owners to cast the vote for such Lot or condominium unit. Such Voting Certificate shall be valid until revoked by a subsequent Voting Certificate signed by a majority of the owners of such Lot or condominium unit. The vote as to any Lot or condominium unit owned by a corporation, partnership or other legal entity shall be cast by a representative designated in a Voting Certificate signed by a corporate officer, general partner or authorized representative of such legal entity and filed with the Secretary of the Association.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Association shall be located at 100 Cessna Boulevard, Daytona Beach, Florida 32124, but the Association may maintain offices and transact business in such other places within the State of Florida as may, from time to time, be designated by the Board.

ARTICLE VII

DIRECTORS

A. The affairs of the Association will be managed by a Board consisting of three (3) or five (5) directors, as determined by the Restated Bylaws. Directors shall be Members or authorized representatives, officers, directors, partners or employees of a Member that is a legal entity. Notwithstanding anything stated herein to the contrary, a legal entity may not be a director and no person who is elected as a director (including without limitation an authorized representative, officer, director, partner or employee of a Member that is a legal entity) shall have the right to substitute or appoint a replacement director for himself or herself.

B. The first Board under these Restated Articles shall be elected at the 1992 Annual Meeting, and thereafter the directors shall be elected in the manner and at the times determined by the Restated Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Restated Bylaws.

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ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board. The officers shall be elected by the Board as provided in the Restated Bylaws.

ARTICLE IX

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, legal assistant fees and legal costs, at trial and upon appeal, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or any settlement of any proceeding to which such director or officer may be a party or in which such director or officer may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, however, that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE X

BYLAWS

The Restated Bylaws of the Association shall be adopted simultaneously herewith by the Members and may be altered, amended or rescinded in the manner provided by the Restated Bylaws.

ARTICLE XI

TERM

The term of the Association shall be perpetual.

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ARTICLE XII

AMENDMENTS

Except as otherwise herein provided, amendments to these Restated Articles shall be proposed and adopted in the following manner:

A. Amendments to the Restated Articles may be proposed

- 1. by the Board upon majority vote of Members of said Board; or
- 2. by Members of the Association owning lots to which there are appurtenant at least fifteen percent (15%) of all votes of the entire membership by instrument in writing signed by the proposed Members.

B. Copies of proposed amendments to these Restated Articles must be furnished to the Board at least forty-five (45) days prior to the meeting at which they are to be voted upon, and mailed to Members of the Association at least twenty (20) days prior to such meeting of the Association. Such mailing shall include an advisory letter explaining the purpose of the proposed amendment, its urgency, if any, stating the legal and financial impacts, if any, and a recommendation of the Board.

C. A quorum, pursuant to Article III of the Restated Bylaws, must be had at any meeting of the Members to approve amendments under this Article. Any amendment(s) to be effective must be adopted by a majority of those Members present and voting, either in person or by proxy.

D. In order for such amendment(s) to become effective, the amendment(s) to these Restated Articles shall be transcribed, certified by the President and Secretary of the Association, and a copy thereof shall be recorded in the Public Records of Volusia County, Florida, within ten (10) days from the date on which any amendment(s) have been affirmatively approved by the Board and its Members.

E. At any meeting held to consider such amendment or amendments to the Restated Articles, the written vote of any Member of the Association shall be recognized if such Member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

F. No amendment shall be made that is in conflict with the Declaration. No amendment to these Restated Articles may be

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adopted or become effective if such amendment shall materially and adversely abridge, amend or alter the Developer's ability to develop, lease or sell any of the real property it owns within the Community pursuant to any existing zoning ordinance affecting the Community, including, without limitation, Resolution No. 86-79, Order and Resolution Granting A Request for Modification of Community Development Plan and For Change of Zoning to Planned Unit Development as recorded in Official Records Book 2853 at Page 1544 of the Public Records of Volusia County, Florida; as amended, modified or supplemented from time to time, provided, however, that Developer must own not less than five percent (5%) of the total acreage of real property within the Community.

ARTICLE XIII

DESIGNATION OF RESIDENT AGENT

The Resident Agent of the corporation shall be Karla Bauman, whose address is 100 Cessna Boulevard, Daytona Beach, Florida, 32124. The Board may from time to time change the Resident Agent by designation filed in the office of the Secretary of State of the State of Florida.

ARTICLE XIV

CONTINUITY OF AIRPORT FACILITIES

Except as required by law or governmental regulation, no limitation on the use of the Airport shall be imposed without an affirmative vote of Members owning Lots or condominium units to which there are appurtenant ninety percent (90%) of the total votes of all Members, nor shall the maintenance and repair of the Airport by the Association be discontinued or suspended without the affirmative vote of Members owning Lots or condominium units to which there are appurtenant ninety percent (90%) of the total votes of all Members.

ARTICLE XV

CONFLICTS

In the event that there is a conflict between the terms of these Restated Articles and the Declaration, the terms of the Declaration shall control. Whenever possible, however, the terms of these Restated Articles and the Declaration shall be interpreted to be consistent.

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EXECUTED this 12th day of February, 1992.

WITNESSES: SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.

Karla L. Baumann BY: Gordon H. Millar
KARLA L. BAUMANN GORDON H. MILLAR, PRESIDENT

100 Cessna Boulevard, Suite A
Daytona Beach, FL 32124

Laina Roy
LAINA ROY

ATTEST: Karla L. Baumann
KARLA L. BAUMANN,
ASSISTANT SECRETARY

100 Cessna Boulevard, Suite A
Daytona Beach, FL 32124

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 12th day of February, 1992, by Gordon H. Millar, President of Spruce Creek Property Owners' Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me, produced a Florida Driver's License and did take an oath.

Richard A. Higgins

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 01-01-1997
RONALD TRAC HOOD, CLEARY & ASSOCIATES

CONSENT TO THESE AMENDED
AND RESTATED ARTICLES OF
INCORPORATION:

WITNESSES: THOMPSON PROPERTIES, INC. OF FLORIDA

Jay C. Thompson

BY: Jay C. Thompson
JAY C. THOMPSON, PRESIDENT
1896 SPRUCE CREEK BLVD. E.
DAYTONA BEACH, FL 32124

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VOLUSIA CO. FL

Barbara A. Higgins

ATTEST: Barbara A. Higgins

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 12th day of February, 1992, by Jay C. Thompson, President of Thompson Properties, Inc. of Florida, a Florida corporation, on behalf of the corporation. He is personally known to me, produced a Florida Driver's License and did take an oath.

Barbara A. Higgins

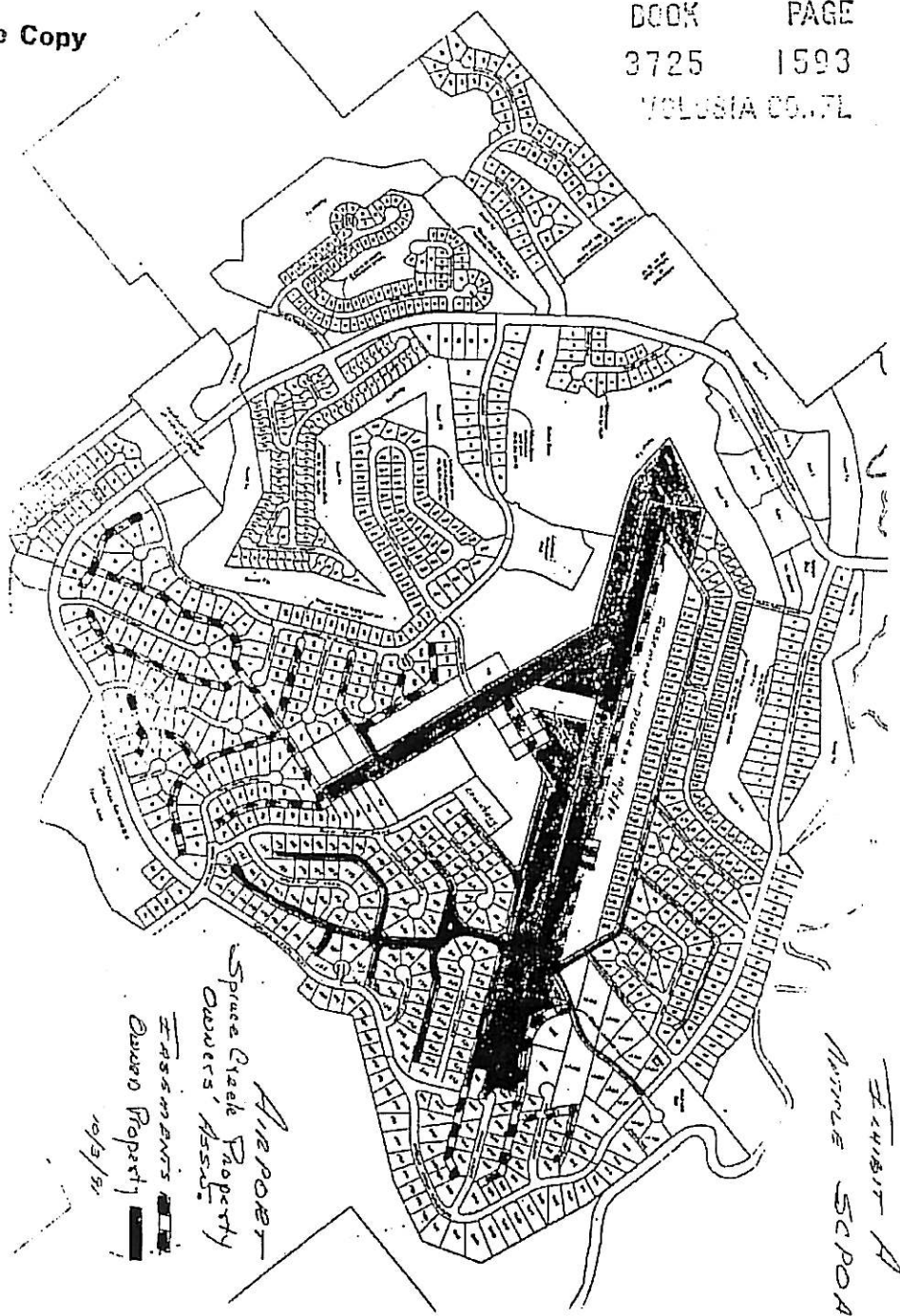
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUNE 27, 1992
DONALD THOMAS HICKLEBERRY & ASSOCIATES

THIS INSTRUMENT PREPARED BY AND
RETURN TO:

SPRUCE CREEK PROPERTY OWNERS'
ASSOCIATION, INC.
100 Cessna Boulevard, Suite A
Daytona Beach, FL 32124
(904) 760-5884

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