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THIS INSTRUMENT prepared by:
Christopher J. Shields, Esq.
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CHARLOTTE COUNTY CLERK OF CIRCUIT COURT
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**CERTIFICATE OF AMENDMENT
TO THE
DECLARATION OF RESTRICTIVE COVENANTS
KINGS GATE SUBDIVISION**

THIS AMENDMENT is made this 13th 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 13th day of April, 2009.

Witnesses:

Declarant:

Victoria Estates, Ltd.

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

Sherry A. Kellak
Printed Name: Sherry A. Kellak

By: DAH
David H. Baldauf, its Manager

Kim Owens
Printed Name: Kim Owens

STATE OF New York
COUNTY OF Erie

BEFORE ME, the undersigned authority, appeared this 13th 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. Kellak
Notary Signature
My Commission Expires:

SHERRY A. KELLAK
Notary Public, State of New York
Registration No. 01KE601849A
Qualified in Erie County
My Commission Expires January 11, 2011

JOINDER AND CONSENT

The undersigned owner of an interest in the Properties described in the Declaration, hereby ratifies, consents to and joins in this First Amendment to Declaration and further agrees that the undersigned will be bound by this First Amendment to Declaration as a covenant encumbering and running with the Properties described therein.

Dated as of the 13th day of April, 2009.

Witnesses:

Sherry A. Kellak
Printed Name: Sherry A. Kellak

Kim Owens
Printed Name: Kim Owens

NB/85 ASSOCIATES

a New York general partnership

By: David H. Baldauf
David H. Baldauf, Trustee
Benderson 85-1 Trust
a New York Trust, a general partner

STATE OF New York
COUNTY OF Erie

The foregoing instrument was acknowledged before me this 13th day of April, 2009, by David H. Baldauf as Trustee of Benderson 85-1 Trust, a General Partner of NB/85 Associates. He is personally known to me or produced _____ as identification.

Sherry A. Kellak
Notary Public
Print Name: Sherry A. Kellak
Notary Seal

SHERRY A. KELLAK
Notary Public, State of New York
Registration No. 01KE6018498
Qualified in Erie County
My Commission Expires January 11, 2011

JOINDER AND CONSENT

The undersigned owner of an interest in the Properties described in this Declaration, hereby ratifies, consents to and joins in this First Amendment to Declaration and further agree that the undersigned will be bound by the First Amendment to Declaration as a covenant encumbering and running with the Properties described therein.

Dated as of the 13th day of April, 2009.

Witnesses:

KINGSGATE ASSOCIATES II, LTD
a Florida limited partnership

By: Post Falls Management Associates, L.L.C.
a Florida limited liability company, its
general partner

Sherry A. Keklak
Printed Name: Sherry A. Keklak

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

Kim Owens
Printed Name: Kim Owens

STATE OF New York
COUNTY OF Erie

The foregoing instrument was acknowledged before me this 13th day of April, 2009, by David H. Baldauf, as Manager of Post Falls Outlets, Inc., the general partner of Kingsgate Associates II, Ltd. He is personally known to me or produced as identification.

Sherry A. Keklak
Notary Public
Print Name: Sherry A. Keklak
Notary Seal

SHERRY A. KEKLAK
Notary Public, State of New York
Registration No. 01KE6018498
Qualified in Erie County
My Commission Expires January 11, 20 11

JOINDER AND CONSENT

The undersigned owner of an interest in the Properties described in this Declaration, hereby ratifies, consents to and joins in this First Amendment to Declaration and further agree that the undersigned will be bound by the First Amendment to Declaration as a covenant encumbering and running with the Properties described therein.

Dated as of the 13th day of April, 2009.

Witnesses:

WR-I ASSOCIATES, LTD
A Florida limited partnership

By: BG The Village, LLC, a Florida limited
Liability company, its general partner

Sherry A. Keklak
Printed Name: Sherry A. Keklak

By: [Signature]
David H. Baldauf, its Manager

Kim Owens
Printed Name: KIM OWENS

STATE OF New York
COUNTY OF Erie

The foregoing instrument was acknowledged before me this 13th day of April, 2009, by David H. Baldauf, as manager of BG The Village, LLC, a Florida limited liability company, the general partner of WR-I Associates, Ltd. He is personally known to me or produced

_____ as identification.

Sherry A. Keklak
Notary Public
Print Name: Sherry A. Keklak
Notary Seal
SHERRY A. KEKLAK
Notary Public, State of New York
Registration No. 01KE6018498
Qualified in Erie County
My Commission Expires January 11, 20 11

JOINDER AND CONSENT

The undersigned owner of an interest in the Properties described in this Declaration, hereby ratifies, consents to and joins in this First Amendment to Declaration and further agree that the undersigned will be bound by the First Amendment to Declaration as a covenant encumbering and running with the Properties described therein.

Dated as of the 13th day of April, 2009.

Witnesses:

KGH DEVELOPMENT, LLC
A Florida limited liability company

Sheray A. Keklak
Printed Name: Sheray A. Keklak

By: DAH
David H. Baldauf, its Manager

Kim Owens
Printed Name: Kim Owens

STATE OF New York
COUNTY OF Erie

The foregoing instrument was acknowledged before me this 13th day of April, 2009, by David H. Baldauf, as manager of KGH Development, LLC. He is personally known to me or produced _____ as identification.

Sheray A. Keklak
Notary Public
Print Name: Sheray A. Keklak
Notary Seal
SHERRY A. KEKLAK
Notary Public, State of New York
Registration No. 01KE6Q18498
Qualified in Erie County
My Commission Expires January 11, 2011

JOINDER AND CONSENT

The undersigned owner of an interest in the Properties described in this Declaration, hereby ratifies, consents to and joins in this First Amendment to Declaration and further agree that the undersigned will be bound by the First Amendment to Declaration as a covenant encumbering and running with the Properties described therein.

Dated as of the 13th day of April, 2009.

Witnesses:

KINGS GATE HOMES, LLC
A Florida limited liability company

Sherry A. Keklak
Printed Name: Sherry A. Keklak

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

Kim Owens
Printed Name: Kim Owens

STATE OF New York
COUNTY OF Erie

The foregoing instrument was acknowledged before me this 13th day of April, 2009, by David H. Baldauf, as manager of Kings Gate Homes, LLC. He is personally known to me or produced _____ as identification.

Sherry A. Keklak
Notary Public
Print Name: Sherry A. Keklak
Notary Seal

SHERRY A. KEKLAK
Notary Public, State of New York
Registration No. 01KEG018498
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 20th day of APRIL, 2009.

**KINGS GATE HOMEOWNERS
ASSOCIATION, INC.**

a Florida Corporation not-for-profit

By: _____

President