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**SECOND
CERTIFICATE OF AMENDMENT
SECOND AMENDED AND RESTATED DECLARATION OF CLUB MEMBERSHIP AND
PROTECTIVE COVENANTS FOR CALLAWAY GREENS**

I HEREBY CERTIFY that the following second amendment to the Second Amended and Restated Declaration of Club Membership and Protective Covenants for Callaway Greens was duly adopted by the Association membership at the duly noticed Annual Meeting of the Membership of the Association on the 2nd day of March, 2009. Said amendment was approved by a proper percentage of voting interests of the Association. The original Declaration of Club Membership and Protective Covenants is recorded at O.R. Book 2741, Pages 1911 et seq., of the Public Records of Lee County, Florida. The Amended and Restated Declaration of Club Membership and Protective Covenants is recorded at O.R. Book 2785, Pages 2157 et seq., of the Public Records of Lee County, Florida. The Second Amended and Restated Declaration of Club Membership and Protective Covenants is recorded at O.R. Book 4751, Pages 2640 et seq., of the Public Records of Lee County, Florida.

The property subject to the Declaration of Club Membership and Protective Covenants is also described as Gateway Phase 22 Plat, according to the plat thereof recorded in Plat Book 58, Pages 76 – 80, inclusive, of the Public Records of Lee County, Florida, and Gateway Phase 22 A, a re-plat of lots 20 through 38, Block B and Lots 14 through 23 of Block C of Gateway Phase 22, as recorded in Plat Book 61, Pages 69 – 71, inclusive, of the Public Records of Lee County, Florida.

Additions indicated by underlining.
Deletions indicated by ~~striking through~~.

TITLE OF DECLARATION

SECOND AMENDED AND RESTATED DECLARATION ~~OF CLUB MEMBERSHIP AND~~
PROTECTIVE COVENANTS FOR CALLAWAY GREENS

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**ARTICLE 2
DEFINITIONS**

(All Other Sections Remain Unchanged)

~~Section 2.10 "Club" shall mean and refer to Gateway Golf & Country Club, Inc., a Florida not-for-profit corporation, its successors or assigns, whose purpose is to own, operate and administer the Club Facilities in accordance with the Membership Plan.~~

~~Section 2.11 "Club Facilities" shall mean and refer to the real and personal property operated as a golf and social country club by the Club, as the same exists from time to time.~~

~~Section 2.12 "Club Member" shall mean and refer to a Person entitled to use a Golf Membership or Clubhouse Membership under this Declaration.~~

~~Section 2.13 "Clubhouse Memberships" shall refer to the equity clubhouse memberships in the Club.~~

~~Section 2.18 "Exclusive Common Property" shall mean and refer to the equity golf and clubhouse memberships designated for the benefit of a particular Home(s).~~

~~Section 2.20 "Golf Memberships" shall mean and refer to the equity golf memberships in the Club.~~

~~Section 2.26 "Membership Plan" shall mean and refer to the Plan for the Offering of Equity Memberships in Gateway Golf & Country Club, as amended from time to time in accordance with its terms.~~

**ARTICLE 3
PROPERTY RIGHTS AND PROPERTY SUBJECT TO THIS DECLARATION AND
ADDITIONS THERETO**

(Sections 3.1 and 3.2 Remain Unchanged)

~~Section 3.3 Enjoyment of Club Membership. Each Owner subject to approval of the Application for Membership and payment of all dues, fees, charges and assessments properly imposed by the Club shall be entitled to designate an individual or family occupying the Home as the user of the Club Membership. An Owner's rights and privileges to use and to designate others to use the Club Facilities shall be subject to the conditions of the Membership Plan. A lessee or occupant of a Home may be designated to use the Club Facilities only in accordance with the Membership Plan.~~

**ARTICLE 5
GATEWAY GOLF AND COUNTRY CLUB MEMBERSHIP**

~~Section 5.1 Issuance. Each Certificate of Club Membership shall be issued by the Club directly to the Owner of a Home and not to, or in the name of, the Association. Such Owner's Club Membership may only be sold as Exclusive Common Property appurtenant to title to the Home and in accordance with the Membership Plan.~~

~~Section 5.2 Approval Of Application. On or before the date an agreement to purchase or sell a Home is entered into by any Person, the purchaser under the purchase and sale agreement shall complete and execute an Application for Membership in the form provided by the Club for Golf Membership or Clubhouse Membership, as applicable. The Club will review and act on the approval of the application within the time frame prescribed in the Membership Plan. All purchase and sale agreements for Homes shall be deemed to be automatically contingent upon~~

