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FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION OF
RIVERCHASE RESIDENTIAL ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

Pursuant to the provisions of Section 10-3A-82 of the Code of Alabama, 1975, the undersigned Corporation adopts the following amendments to its Articles of Incorporation:

First: The name of the Corporation is Riverchase Residential Association, Inc.

Second: The following amendments to the Articles of Incorporation were adopted by written consent of the sole member entitled to vote thereon on December 4, 1990, in the manner prescribed by the Alabama Nonprofit Corporation Act:

1. Article VIII of the Articles of Incorporation of Riverchase Residential Association, Inc. (a corporation not for profit) is hereby amended so that said Article VIII shall read as follows:

"Article VIII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) Directors. The first Board of Directors shall consist of three (3) members. Change in the maximum number of Directors shall be permitted by amendment to the By-Laws of the Association or by amendment to the Articles of Incorporation. The Board of Directors shall be elected by the Members of the Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until December 31, 1990, or until all the then Class B members so designate in a writing delivered to the Association whichever shall first occur, and thereafter until their successors are elected and have qualified, are as follows:

Class I.	Edwin M. Dixon	P.O. Box 1297 Birmingham, AL 35201
Class II.	Still Hunter	P.O. Box 1297 Birmingham, AL 35201
Class III.	Donald D. Evans	Room 2034, Equitable Life Building 100 Peachtree Street Atlanta, GA 30303

Pahala Title

Provided however, that at a time no later than March 1, 1983, the number of Directors shall be increased to seven (7), at least three (3) of whom are elected by Class A Members and four (4) of whom are elected by Class B Members. Subsequent to December 31, 1990, the number of Directors shall be increased to nine (9), being three (3) Class I Directors, three (3) Class II Directors and three (3) Class III Directors.

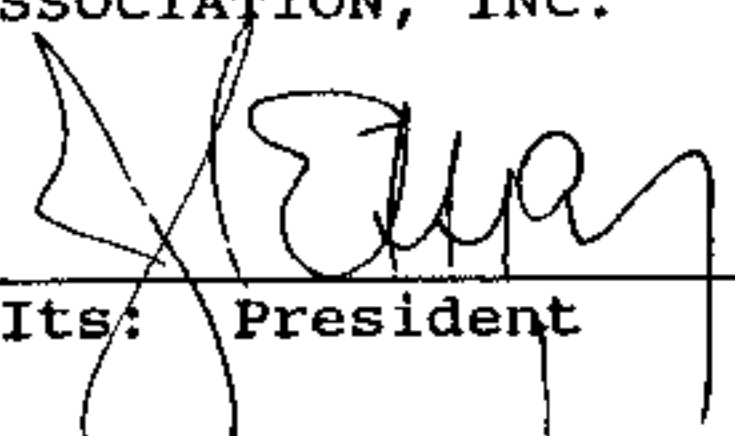
Subsequent to December 31, 1990, and at the first annual meeting of the Class A Members, Class I Directors shall be elected for a term of three (3) years, Class II Directors shall be elected for a term of two (2) years, and Class III Directors shall be elected for a term of one (1) year. All subsequent terms of all classes of Directors shall be for three (3) years.

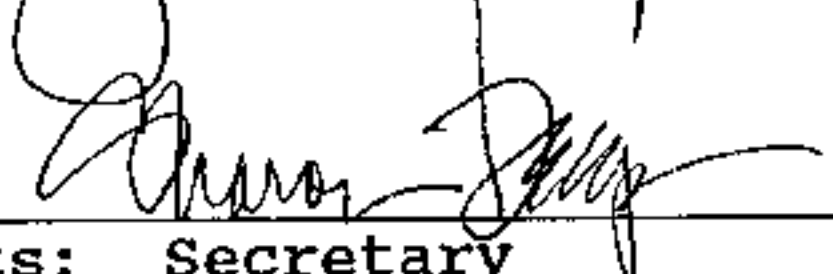
The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

Among other things, the Board of Directors shall have authority to make and alter By-Laws and the further authority to exercise all such other powers and to do all such other lawful acts and things which this Association, or its Members might do, unless prohibited from doing so by applicable laws, or the Articles of Incorporation, or by the By-Laws of this Association."

Date: December 4, 1990.

RIVERCHASE RESIDENTIAL
ASSOCIATION, INC.

By: 
Its: President

By: 
Its: Secretary

STATE OF ALABAMA)
COUNTY OF Shelby)

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that Joseph E. McKay and Sharon A. Deas, whose names as President and Secretary of Riverchase Residential Association, Inc., a corporation not for profit, are signed to the foregoing document and who are known to me, acknowledged before me on this day that, being informed of the contents of the document, they, as such officers and with full authority, executed the same voluntarily for and as the act of said Corporation and that the statements contained therein are true.

Given under my hand and official seal of office this 4th day of December, 1990.

Jada R. Wilcox
Notary Public
My commission expire: 12-14-93

(SEAL)

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This instrument prepared by:

Randolph H. Lanier
Balch & Bingham
P.O. Box 306
Birmingham, AL 35201

State of Alabama

SHELBY

County

CERTIFICATE OF AMENDMENT

OF

RIVERCHASE RESIDENTIAL ASSOCIATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of RIVERCHASE RESIDENTIAL ASSOCIATION, INC., duly signed and verified pursuant to the provisions of Section 10-3A-82 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of AMENDMENT of RIVERCHASE RESIDENTIAL ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 8th day of FEBRUARY, 19 91.

Thomas A. Snowden, Jr.

Probate Judge Shelby County
Judge of Probate

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1991 FEB -8 AM 9:28

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 10.00
Jud 3.00
13.00

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