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SECOND ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
HORIZON 280 ASSOCIATION
(an Alabama non-profit corporation)

TO THE HONORABLE JUDGE OF PROBATE IN
AND FOR SHELBY COUNTY, ALABAMA:

Pursuant to the provision of Section 10-3-40, et seq. of the
Code of Alabama, the undersigned non-profit association adopts the
following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the association is Horizon 280
Association.

SECOND: The following Amendments of the Articles of
Incorporation were adopted by the Board of Directors of the
Horizon 280 Association on May 9, 1984, in the manner prescribed
in the Code of Alabama and the Articles and By-Laws of the
Association. Article VI of the Amended Articles of Incorporation
recorded in Shelby County, Alabama, on July 1, 1982, is deleted
and the following Article is adopted in lieu of the Amended
Article VI.

John H. Brewer
200 Office Park Dr. B'ham, AL 35223

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ARTICLE VI

"The corporation shall have the following classes of members: Institutional, Corporate and Business, Individual, Civic Organizations, Ex-officio, and such other classes as the Board of Directors may designate. Each member, whether Individual, Corporate, Civic Organization, Ex-officio or otherwise shall have one vote as prescribed by the By-Laws.

The annual dues or contributions for each class of membership shall be fixed by the Board of Directors. Ex-officio members shall be appointed by the Board of Directors in its discretion."

THIRD: Article VII of the Original Articles of Incorporation is deleted and the following Article is adopted in lieu thereof as Article VII.

ARTICLE VII

"The affairs of the corporation shall be managed by a Board of Directors, the number of which shall be set forth in the By-Laws of the corporation, but shall not be less than three persons. The Directors of the corporation other than those constituting the first Board of Directors shall be elected by the members of the corporation as provided in the By-Laws of the corporation.

The officers of the corporation shall be elected by its Board of Directors at such time, in such manner and at the pleasure of the Board of Directors or for such terms as may be prescribed by the By-Laws of the corporation."

FOURTH: At a meeting of the Board of Directors held on May 9, 1984, these amendments received the vote of a majority of the Directors in office at the time.

Executed this the ninth day of May, 1984.

HORIZON 280 ASSOCIATION

By *Leo M. Karpeles, Jr.*
Leo M. Karpeles, Jr.
Its President

and

By *Pamela C. Dickens*
Its Assistant Secretary

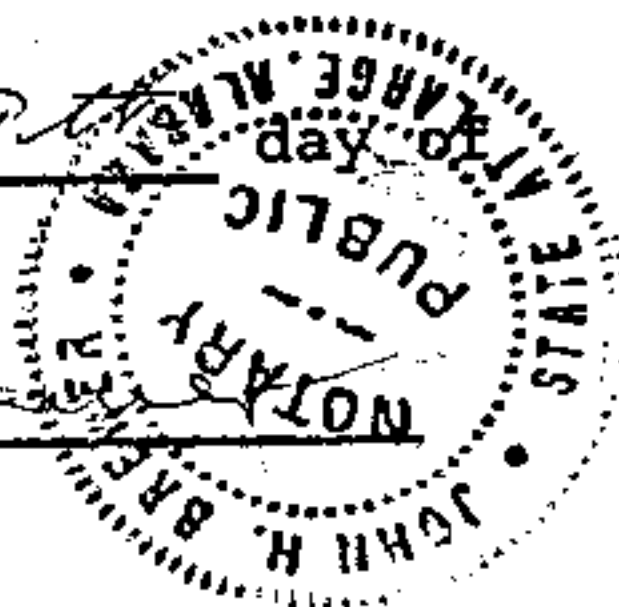
STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said county, in said state, hereby certify that Leo M. Karpeles, Jr. and Pamela Dickens, whose names are signed to the foregoing Articles of Amendment to the Articles of Incorporation of Horizon 280 Association and who are known to me, personally appeared before me on this day and, upon being by me first duly sworn, verified that the statements therein contained are true and correct and acknowledged that, being informed of the contents of said Articles, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 9th day of May, 1984.

John H. Brewer
NOTARY PUBLIC



This instrument prepared by:
JOHN H. BREWER
200 Office Park Drive
Suite 216
BIRMINGHAM, ALABAMA 35223
Telephone (205) 871-1681

My Commission Expires July 16, 1987

State of Alabama

SHELBY

County

CERTIFICATE OF 2nd AMENDMENT

OF

HORIZON 280 ASSOCIATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of 2nd AMENDMENT of HORIZON 280 ASSOCIATION, duly signed and verified pursuant to the provisions of Section _____ 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 2nd AMENDMENT of HORIZON 280 ASSOCIATION, and attaches hereto a duplicate original of the Articles of 2nd AMENDMENT

GIVEN Under My Hand and Official Seal on this the 16th day of MAY, 19 84

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

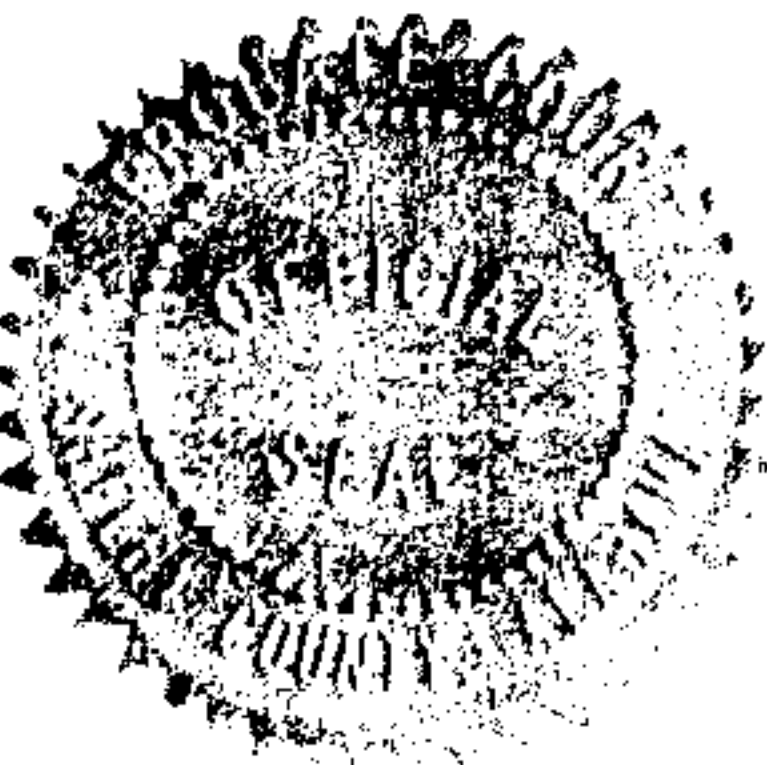
1984 MAY 16 AM 10:52

Thomas A. Brumby, Jr.

Judge of Probate

Thomas A. Brumby, Jr.
JUDGE OF PROBATE

Rec 5.00
Jud 1.00



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