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FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE OAKS TOWNHOUSE 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 The Oaks Townhouse 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 February 7, 1991, in the manner prescribed by the Alabama Nonprofit Corporation Act:

1. Section 5.3 of the Articles of Incorporation of The Oaks Townhouse Association, Inc. (a corporation not for profit) is hereby amended so that the said Section 5.3 shall read as follows:

"5.3 The Association shall have two classes of voting membership: Class A and Class B. Class A members shall be all persons owning one or more Lots constituting Member's Property, excepting those persons (or other entities) who are Class B members.

Class B members shall be The Oaks Partnership, an Alabama general Partnership, and any successor in ownership to all or part of The Oaks Partnership.

The Class B membership shall terminate and, provided Developer shall then own any Lot, the then Class B members shall become Class A members at such time as (a) all the then Class B members so designate in a writing delivered to the Association, or (b) on December 31, 1993, whichever shall first occur. Notwithstanding the foregoing, the Class B membership shall not terminate so long as the Developer shall own any Lot. Provided further, The Oaks Partnership shall not be a Class B member or a Class A member at such time as it no longer owns any Lot.

When entitled to vote, each Member shall have one vote for each Lot owned by such Member.

Until December 31, 1993, or such earlier time as (i) the Class B membership shall terminate as provided herein, or (ii) the Class B members agree in writing to transfer voting control of the Association to the Class A members as provided herein, the Class B members shall be vested with the sole voting rights in the Association, except on such matters as to which the Declaration, these

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3000 Riverchase Galleria, Suite 435

Articles of Incorporation, or the By-Laws specifically require a vote of each and every class of membership, or except as required by law."

2. Article VIII of the Articles of Incorporation of The Oaks Townhouse 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 seven (7) 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, 1993, 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. Still Hunter, Jr.
 3000 Riverchase Galleria
 Suite 935
 Birmingham, Alabama 35244

Class II. Bill L. Harbert
 P. O. Box 1297
 Birmingham, Alabama 35201

Class II. Hartwell Davis
 1120 30th Street North
 Birmingham, Alabama 35234

Provided however, that at a time no later than December 31, 1990, 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. Further provided, that if the Class B members agree in writing to transfer voting control of the Association to the Class A members after December 31, 1990 and prior to December 31, 1993, then, at the effective date of such transfer and until December 31, 1993, the Class A members shall elect four (4) directors and the Class B members shall elect

three (3) directors. After December 31, 1993, and for so long as there are Class B members, the Class B members shall be allowed to elect one (1) director.

Subsequent to December 31, 1993, or when all of the then Class B members so designate in a writing delivered to the Association, whichever shall first occur, Class I Directors shall be elected for terms of two (2) years and Class II Directors shall be elected for a term of 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 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: February 7, 1991.

THE OAKS TOWNHOUSE ASSOCIATION, INC.

By:

Paul J. [Signature]
Its President

By:

Harwell Daerig
Its Secretary

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STATE OF ALABAMA)

Jefferson COUNTY)

I, the undersigned authority, a notary public in and for said county and state, hereby certify that Still Hunter, Jr. and Hartwell Davis, whose names as President and Secretary of The Oaks Townhouse 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 this 8th day of February, 1991.

Billy James Vincent
Notary Public

My Commission Expires: 12/8/92

[SEAL]

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State of Alabama

Shelby County

CERTIFICATE OF Amendment

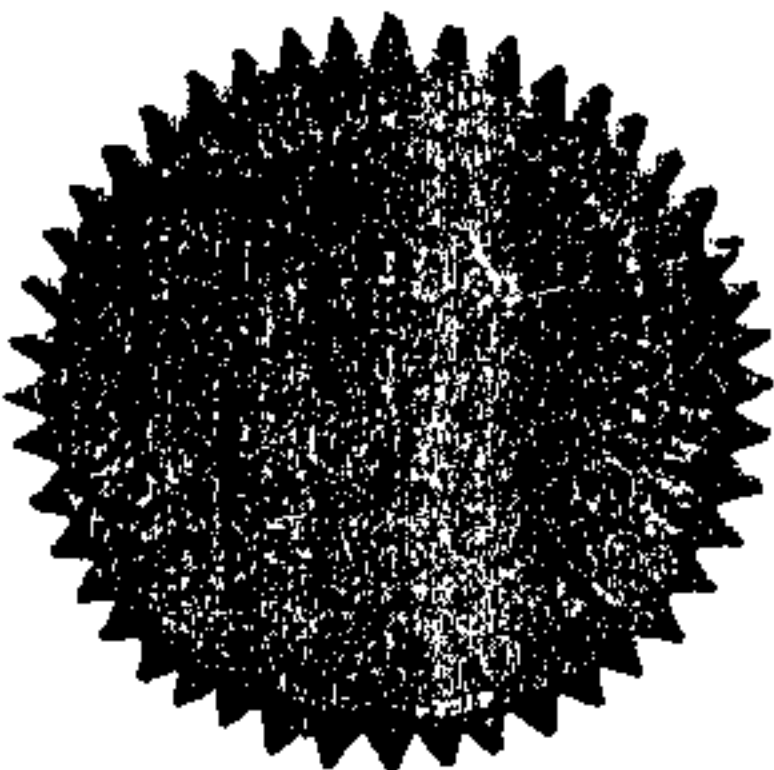
OF

The Oaks Townhouse Association, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Amendment of The Oaks Townhouse 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 The Oaks Townhouse Association, Inc., and attaches hereto a duplicate original of the Articles of Amendment.

GIVEN Under My Hand and Official Seal on this the 11th day of February, 19 91.



Thomas A. Snowden Jr.

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

Judge of Probate

1991 FEB 11 AM 8:30

Thomas A. Snowden Jr.
JUDGE OF PROBATE

Rec 10.00
Jud 3.00
13.00