

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
OLD CAHABA RESIDENTIAL ASSOCIATION, INC.,
AN ALABAMA NON PROFIT CORPORATION**

**TO: Honorable Patricia Yeager Fuhrmeister, Judge of Probate
Shelby County, Alabama.**

Pursuant to Code of Alabama, 1975, Section 10-2A-110 et seq.,

Old Cahaba Residential Association, Inc., an Alabama Non-Profit Corporation
incorporated in Shelby County on the 20th day of March, 1998, adopts the following
amendment(s) to its Articles of Incorporation:

1. The Amendment(s) to the Articles of Incorporation, adopted by the
shareholders pursuant to Code of Alabama, 1975, Section 10-2A-111, on the
1st day of February, 2000, were as follows:

- a) Article VI- Board of Directors. "The Board of Directors of the Corporation
shall be as follows:

Gary W. Thomas	260 Commerce Parkway Pelham, Alabama 35124
----------------	---

Patricia Dowling	260 Commerce Parkway Pelham, Alabama 35124
------------------	---

Greg Gilbert	2837 Seven Oaks Circle Birmingham, Alabama 35216"
--------------	--

- b) Article VII- Incorporator. "The name and address of the incorporator of
the Corporation is as follows:

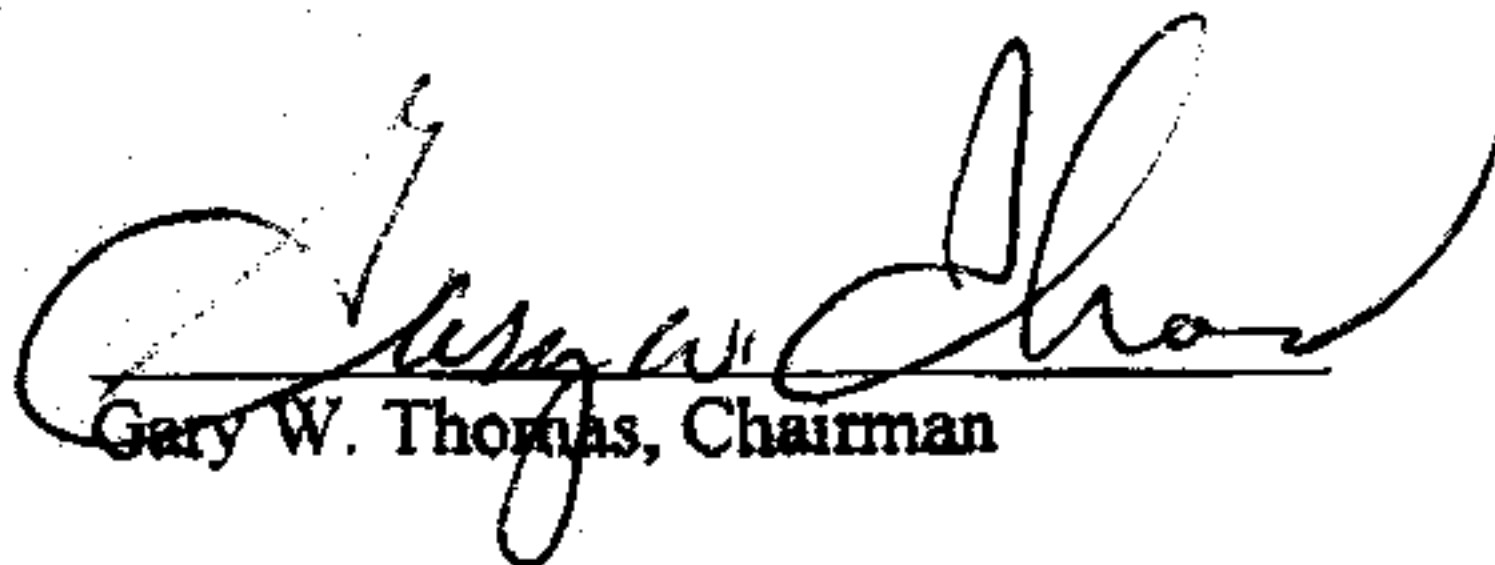
Gary W. Thomas	260 Commerce Parkway Pelham, Alabama 35124"
----------------	--

Inst # 2000-09741

03/27/2000-09741
12:21 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CJ1 15.00

2. Except as hereinabove otherwise expressly provided, the original Articles of Incorporation (and all prior amendments shall remain unchanged and in full force and effect.

DATED this 1st day of February, 2000, at Pelham, Alabama, witness the signatures of Gary W. Thomas, its Chairman, and Patricia Dowling, its Secretary.


Gary W. Thomas, Chairman


Patricia Dowling, Secretary

THIS INSTRUMENT PREPARED BY:

Kevin K. Hays
Attorney at Law
100 Concourse Parkway, Suite 101
Birmingham, Alabama 35244

Inst # 2000-09741

03/27/2000-09741
12:21 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CJ1 15.00

TOTAL P.02