

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE OAKS TOWNHOUSE ASSOCIATION, INC.
(A Corporation Not For Profit)**

Pursuant to the provisions of the Business Corporations Act of the State of Alabama, The Oaks Townhouse Association, Inc. adopts the following Amendment to its Articles of Incorporation.

SECTION 1. AMENDMENT

The Articles of Incorporation of the Corporation are amended by deleting Article III as to the name of the registered agent and the location of the registered office and inserting the following in lieu thereof:

ARTICLE III

The address of the registered office of the corporation in the State of Alabama is 17 The Oaks Circle, Hoover, Alabama 35244. The name of the registered agent at such address is Janet Johnson.

The Articles of Incorporation of the Corporation are further amended by deleting Article V and shall substitute the following:

ARTICLE V

SECTION 5.1 The Members of this Association shall consist of all record owners of Member's Property, but shall not include mortgagees or other holders of security interests only. No person who does not own real property in The Oaks Townhouses may be a member of the Association.

SECTION 5.2 Membership in this Association cannot be assigned, hypothecated or transferred in any manner except as may be provided in the By-Laws.

SECTION 5.3 The Association shall have one class of voting membership: All persons owning one or more Lots constituting Member's Property shall be entitled to cast one vote for each Lot owned.

The Articles of Incorporation of the Corporation are further amended by deleting Article VIII as amended on February 7, 1991, and shall substitute the following:

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of seven (7) Directors. Change in the number of Directors shall be permitted by amendment to the By-Laws of the Association or by amendment to the Articles of Incorporation.

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 the Association.

The Board of Directors shall be elected by the Members of the Association entitled to vote. The Directors shall be elected at the time and in the manner provided for in the By-Laws.

SECTION 2. ADOPTION


Date of Adoption. This amendment was adopted by the Members of the Corporation on DECEMBER 19, 2002.

Member Vote. Sixty (60%) affirmative vote of Members was required to adopt this amendment. The number of Members at the time of the adoption of these amendments was Forty-three (43). The number of Members voting in favor of the amendment was 39. The number of Members voting against the amendment was 0.

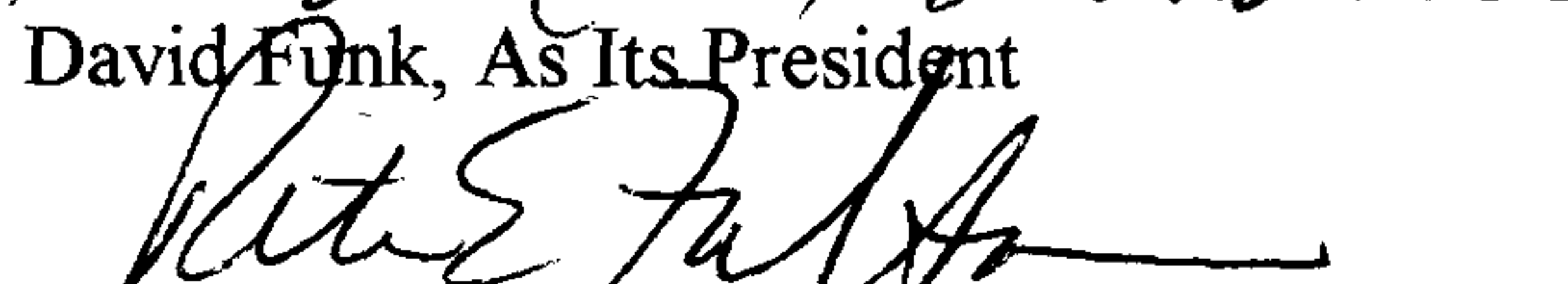
THE OAKS TOWNHOUSE ASSOCIATION, INC.,
An Alabama Corporation

DATED: DECEMBER 23, 2002

By:


David Funk, As Its President

By:


Rita E. Fulton, As Its Secretary

State of Alabama
Shelby County

Certificate of Incorporation
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 Incorporation of THE OAKS TOWNHOUSE ASSOCIATION, INC.. signed and verified pursuant to the provisions of Section Non Profit 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 her by law, hereby issues this Certificate of Incorporation of THE OAKS TOWNHOUSE ASSOCIATION, INC.. and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 23RD day of DECEMBER, 2002 .

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

