

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CAMDEN COVE RESIDENTIAL ASSOCIATION, INC.
(the "Corporation")**

Pursuant to the provisions of Section 10-3A-81, et seq., of the Alabama Nonprofit Corporation Act (the "Act"), contained in the CODE OF ALABAMA, 1975, as amended, the undersigned Corporation does hereby amends its Articles of Incorporation:

RECITALS

1. Camden Cove, LLC, as the developer of the Camden Cove subdivision, has determined that it is in the best interest of the Corporation to include within the Corporation the addition to the Camden Cove subdivision that is to be known as "Camden Cove West." Camden Cove West is being developed by Camden Cove West, LLC. In order to facilitate the addition of the Camden Cove West development with and into the Corporation and to reference the origin of several definitional terms, the board of directors of the Corporation desires to amend the Articles of the Corporation.

2. Except as specifically provided herein, all capitalized terms set forth in this Amendment shall have the meaning set forth in the Articles of the Corporation.

AMENDMENTS

NOW, THEREFORE, the Corporation does hereby amend its Articles of Incorporation as follows:

FIRST: The name of the Corporation is Camden Cove Residential Association, Inc.

SECOND: The first sentence of Section 3.1 of the Articles is hereby deleted in its entirety and the following shall be substituted in lieu thereof:

Capitalized terms not otherwise defined herein shall have the meaning given to them in the Declarations of Protective Covenants for Camden Cove West recorded in the Office of the Judge of Probate of Shelby County, Alabama.

THIRD: The Corporation has no members eligible to vote on the amendments. The Board of Directors of the Corporation unanimously adopted the amendment by unanimous written consent as of June 20, 2005.

(signature page follows)

CAMDEN COVE RESIDENTIAL ASSOCIATION, INC.
an Alabama nonprofit corporation

By: *Donnie F. Tucker, per*
Donnie F. Tucker, President

ATTEST:

Susan G. Tucker
Susan G. Tucker, Secretary

VERIFICATION

The undersigned, being the President of the Corporation, does hereby verify and certify that the Board of Directors of the Corporation approved the amendments contained in these Articles of Amendment pursuant to the provisions of CODE OF ALABAMA 1975, as amended, and the amendments contained in these Articles of Amendment were also approved in accordance with the provisions of the Articles of Incorporation of the Corporation.

This the 20 day of June, 2005.

Donnie F. Tucker, per
Donnie F. Tucker, President


20050708000342340 2/3 \$15.00
Shelby Cnty Judge of Probate, AL
07/08/2005 10:37:30AM FILED/CERT

This instrument prepared by:

Jim G. McLaughlin
Maynard, Cooper & Gale, P.C.
1901 6th Avenue North
2400 AmSouth/Harbert Plaza
Birmingham, AL 35203

State of Alabama Shelby County

Certificate of Incorporation Amendment Of CAMDEN COVE RESIDENTIAL ASSOCIATION, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of CAMDEN COVE RESIDENTIAL ASSOCIATION, INC, duly 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 CAMDEN COVE RESIDENTIAL ASSOCIATION, INC, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 8TH day of JULY, 2005.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

