

This instrument was prepared by:
Gail Livingston Mills, Esq.
Burr & Forman LLP
420 North 20th Street
Suite 3400
Birmingham, Alabama 35203

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
BELVEDERE COVE HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Section 10-3A-82 et seq. of the Code of Alabama (1975), as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is the Belvedere Cove Homeowners' Association, Inc.

SECOND: Pursuant to the provisions of Section 10-3A-82, Belvedere Cove Homeowners' Association, Inc. (the "Company"), has adopted the following amendments to the Company's Articles of Incorporation:

1. *Article Third* of the Articles, is hereby amended to reflect that the term "Declaration" shall mean, collectively, (A) that certain Declaration of Covenants, Conditions and Restrictions for Belvedere Cove, Phase I, a Residential Subdivision, dated April, 2006, recorded on June 17, 2005 as Instrument Number 20050617000298140 in the Office of the Judge of Probate of Shelby County Alabama, as supplement by First Supplemental Declaration of Protective Covenants for Belvedere Cove, a Residential Subdivision, dated March 13, 2006, recorded as Instrument Number 2006031600012290 in said Probate Office, and as amended by Amendment One to Declaration dated April 11, 2006, recorded as Instrument Number 20060614000281640 in said Probate Office, and as further amended by Second Amendment to Declaration of Covenants, and Condition, and Restrictions for Belvedere Cove, a Residential Subdivision, recorded as Instrument Number 20061013000509710 in said Probate Office (collectively, the "Phases I and II Declaration") and (B) that certain Declaration of Covenants, Conditions and Restrictions for Belvedere Cove, Phase III, a Residential Subdivision, dated March 24, 2005, recorded on March 24, 2005 as Instrument Number 20060324000138060 in the Office of the Judge of Probate of Shelby County Alabama. (the "Phase III Declaration"). Furthermore, the term "Property" shall mean the "Property" as such term is defined in the Phases I and II Declaration and the Phase III Declaration.


2. *Article Sixth* of the Articles is hereby amended to reflect that each of Andrew J. Hancock, Charles G. Arcara, and Erin Dunavant have resigned from the Board of Directors. The undersigned, being the "Declarant" under the Declaration and being

duly authorized to do so, hereby appoints Jonathan W. Chesser, Jessica Bundy, and Roxanne Osborn, each having an address of 2090 Columbiana Road, Suite 4000, Birmingham, AL 35216 as the successor directors to Andrew J. Hancock, Charles G. Arcara, and Erin Dunavant

THIRD: The Amendments set forth above was adopted by the undersigned, as the Developer under the Declaration, during the Control Period, in the manner prescribed by the Declaration.

DEVELOPER:

D.R. HORTON, INC. - BIRMINGHAM,
an Alabama corporation

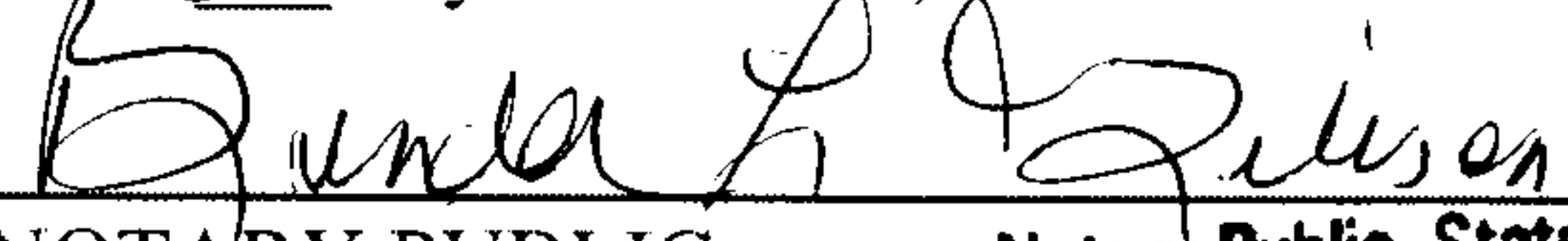
BY: 
Andrew J. Hancock
Its Division Vice President

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Andrew J. Hancock, whose name as Division Vice President of D.R. Horton, Inc. - Birmingham, an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, and as such officer, he executed the same voluntarily and with full authority for and as the act of said corporation.

Given under my hand and official seal this 30th day of October, 2009.


NOTARY PUBLIC Notary Public, State At Large, Alabama
My Commission expires: My Commission Expires February 11, 2012