

ARTICLES OF AMENDMENT

1. Paragraphs C and D of Article III of the Articles of Incorporation of SOUTHERN OAKS OF PASCO HOMEOWNERS ASSOCIATION, INC., a not-for-profit Florida corporation is hereby amended to read as follows:

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; provided, however, no such dedication or transfer shall be effective unless an instrument signed by not less than two-thirds (2/3rd) of each class of the Members who are voting in person or by proxy, at a meeting duly called for this purpose, agreeing to such dedication or transfer has been recorded in the Public Records of Pasco County, Florida, with formalities necessary for the recordation of a deed.

D. Borrow money and with the assent of two-thirds (2/3rd) class of Members who are voting in person or by proxy, at a meeting duly called for this purpose, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

2. Article IX of the Articles of Incorporation is hereby amended to read as follows:

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any regular or special meeting duly called for such purpose, on the affirmative vote of not less than two-thirds (2/3rd) of all the number of votes of the members existing at the time of any such meeting and present at the meeting in person or by proxy except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

3. Article XII of the Articles of Incorporation is hereby amended to read as follows:

Proposals for the alteration, amendment or rescission of

these Articles of Incorporation may be made by not less than two-thirds (2/3rd) of each class of the total number of votes of the membership voting in person or by proxy at a special or regular meeting of the members.

4. The Articles of Incorporation are hereby amended by adding Article XIII to read as follows:

ARTICLE XIII

As long as there is a Class B membership, the following actions will require the approval of the Federal Housing Administration or the Veteran's Administration: Annexation of additional properties, mergers or consolidations, mortgaging of Common Area (unless such mortgage(s) is subordinated to the interests of the owners for use as Common Areas) dedication of Common Areas, dissolution and Amendment of these Articles.

5. The foregoing amendment was adopted by the directors of this corporation on the 17th day of FEBRUARY, 1989.

by: Christopher C. Demetree
CHRISTOPHER C. DEMETREE
President/Secretary

STATE OF FLORIDA)
COUNTY OF PASCO)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CHRISTOPHER C. DEMETREE, to me well known and known to me to be the person described in and who executed the foregoing Articles of Amendment and he acknowledged before me that he executed those Articles of Amendment for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 17th day of FEBRUARY, 1989.

Daniel N. Martier
Notary Public
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. AUG 28, 1989
BONDED TEN THOUSAND DOLLARS

RE 26/1

FIGURSKI
ATTORNEY AT LAW
OK 106
TREV, FLORIDA
1-8106
(2-242)

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on February 28, 1989, to Articles of Incorporation for SOUTHERN OAKS OF PASCO HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N30373.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
28th day of February, 1989.



CR2EO22 (6-88)

Jim Smith

Jim Smith
Secretary of State