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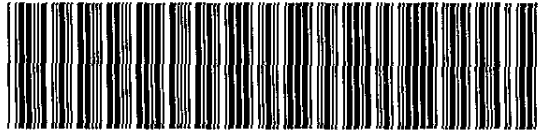
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*Amend*

05/26/05--01031--025 \*\*35.00

RECEIVED  
05 MAY 26 AM 11:58  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
05 MAY 26 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*PR 5/26/05*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 394286 7379255

AUTHORIZATION :

COST LIMIT : \$ PREPAID

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ORDER DATE : May 26, 2005

ORDER TIME : 10:26 AM

ORDER NO. : 394286-005

CUSTOMER NO: 7379255

CUSTOMER: Ms. Jo Lynn Jorczak  
Donna J. Feldman, P.a.  
Suite 103  
19321-c Us Highway 19 North  
Clearwater, FL 33764  
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DOMESTIC AMENDMENT FILING

NAME: SOUTHERN HILLS PLANTATION  
HOMEOWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SOUTHERN HILLS PLANTATION  
HOMEOWNERS ASSOCIATION, INC.

FILED  
05 MAY 26 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following amendment to its Articles of Incorporation:

AMENDMENT ADOPTED:

In order to clarify the provisions of the Articles of Incorporation and make them consistent with the Declaration, Article V, Section 1 is hereby amended to read as follows:

1. Classification. This Association has two (2) classes of voting membership:
  - a. Class A. So long as there is Class B membership, Class A Members are all Owners, except Developer. Class A Members are entitled to one (1) vote for each Lot owned. Upon termination of Class B membership, Class A Members will be all Owners, including Developer so long as Developer is an Owner.
  - b. Class B. The Class B Member is Developer who is entitled to three (3) votes for each Developer-owned Lot existing or ultimately planned or proposed for development within all phases of the Project. The Class B membership will cease and be converted to Class A membership upon the happening of the first to occur of the following events: (i) when ninety percent (90%) of all Lots ultimately planned for development within all phases of the Project have been conveyed to Owners other than Developer, Builders and Developer's designated successors and assigns; or (ii) twenty (20) years from the recording date of the Declaration; or (iii) the effective date of the Developer's written waiver of the Class B voting rights. Upon the conversion of Class B membership, all provisions of the Declaration, these Articles, and the Bylaws referring to classes of membership will be of no further force and effect.

Upon any of the above events occurring, the Class A Members shall be entitled to elect a majority of the Board of Directors and assume control of the Association. Developer shall be entitled to elect at least one member of the Board as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots in all phases of the Project. After Developer relinquishes control of the Association, Developer may exercise the right to vote any Developer-owned voting interests in the same manner as any other Owner, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board; provided, however, the Class B membership shall be automatically reinstated at any time before the expiration of twenty (20) years from the recording date of the Declaration if additional Lots, or land to be developed into Lots, owned by the Class B Member are annexed into the Association as

permitted by the Declaration in sufficient numbers to restore a ratio of at least one Class B Lot to three (3) Class A Lots in the overall area subject to the Declaration.

**The date of adoption of the amendment was:** May 18, 2005

**Adoption of Amendment:** There are no members or members entitled to vote on the Amendment and the Amendment was adopted by the Developer, pursuant to Article X, Section 1 of the Articles of Incorporation.

Signed this 23<sup>RD</sup> day of May, 2005.

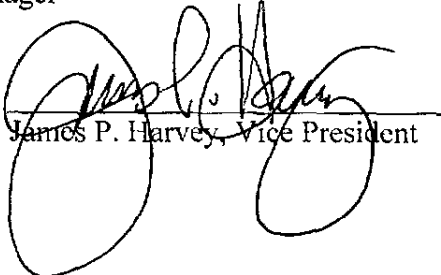
HAMPTON RIDGE DEVELOPERS, LLC,  
a Delaware limited liability company

By: LandMar Group, LLC,  
a Delaware limited liability company

Its: Sole Member

By: LandMar Management, LLC,  
a Delaware limited liability company

Its: Manager

By:   
James P. Harvey, Vice President