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September 30, 2005

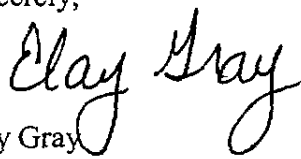
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to the Articles of Incorporation for St. George Plantation Owners Association, Inc.

Ladies and/or Gentlemen:

Enclosed is a check in the amount of \$35.00 for the filing of the enclosed Amendments to the Articles of Incorporation for St. George Plantation Owners Association, Inc. Please return to us the **copy, date-stamped**, in the enclosed self addressed stamped envelope.

Sincerely,



Elay Gray
Legal Assistant

/eg

Enclosure

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
ST. GEORGE PLANTATION OWNERS' ASSOCIATION, INC.

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly elected and acting President of St. George Plantation Owners' Association, Inc., a Florida corporation not for profit, 1712 Magnolia Road, St. George Island, FL 32328, does hereby certify that the attached Amendments to the Articles of Incorporation of St. George Plantation Owners' Association, Inc. which contains amendments requiring membership approval was proposed and duly adopted by the Board of Directors, and approved and duly adopted by more than 50% of the members present in person or by proxy on May 15, 2004, at a meeting of the members when a quorum was present, after due notice. The effective date of the amendment is May 15, 2004. The number of votes cast by the directors and by the members for approval of the amendments was sufficient for their approval.

ST. GEORGE PLANTATION OWNERS'
ASSOCIATION, INC.

Witnesses:

By: E. Boyd Ellison
BOYD ELLISON
PRESIDENT

Maggie Wood
Printed Name:
[Signature]
Printed Name:

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF FRANKLIN

Before me, the undersigned authority, appeared BOYD ELLISON, to me personally known and known to be the President of the St. George Plantation Owners' Association, Inc., a Florida non-profit corporation, and he acknowledged to and before me that he executed the foregoing Certificate of Amendment for the uses and purposes therein stated.

WITNESS my hand and official seal this 18th day of May, 2004.

Tina M. Shiver
NOTARY PUBLIC
My Commission Expires: July 1, 2006

This Instrument prepared by:

Raymond F. Newman, Jr.
Becker & Poliakoff, P.A.
348 Miracle Strip Parkway, SW-Suite 7
Ft. Walton Beach, FL 32548



Tina M. Shiver
MY COMMISSION # DD130567 EXPIRES
July 1, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

AMENDMENTS TO ARTICLES OF INCORPORATION
FOR
ST. GEORGE PLANTATION OWNERS' ASSOCIATION, INC.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, ~~including contract sellers, but~~ excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association. Every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is subjected by the 2004 Resort Village Agreement dated March , 2004 to assessment by the Association, excluding persons or entities holding title merely as security for performance of an obligation, shall be a special member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a parcel which is subject to assessment by the Association.

ARTICLE VII

The By-laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of the members and special members entitled to vote and present at such meeting in person or by proxy, except that the initial bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE VIII

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the members and special members entitled to vote and present at such meeting in person or by proxy.

(Additions, with the exception of headings, are shown by underline; deletions are shown by ~~strike through~~.)