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BASIC AMENDMENT

JAMES ISLAND HOMEOWNERS ASSOCIATION OF JACKSONVILLE,

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ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION JAMES ISLAND HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida non profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The first sentence of Section VII(A) of the Articles of Incorporation is hereby amended to read: "The affairs of the Association shall be managed by a Board of Directors consisting of five (5) directors."

SECOND: All of the other terms of the Articles of Incorporation remain unchanged and force and effect.

THIRD: The date of the amendment's adoption was November 4, 2002. in full force and effect.

FOURTH: The amendment was approved by the members. The number of votes cast for the amendment was sufficient for approval.

Signed this 11 day of February, 2003.