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NAME: ALPINE VILLAGE ROC, INC.

AUDIT NUMBER.....H97000007276

DOC TYPE.....BASIC AMENDMENT

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ALPINE VILLAGE ROC, INC.

FILED
97 MAY -2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of ALPINE VILLAGE ROC, INC., a Florida not-for-profit corporation (the "Corporation"), filed with the Florida Department of State on April 3, 1997, with an effective date of April 3, 1997, and Charter Number N97000001867, and it is hereby, amended as follows:

Article V of the Articles of Incorporation of this Corporation is hereby amended in its entirety to read:

ARTICLE V
MEMBERSHIP

1. This corporation shall be organized on a nonstock basis and shall issue Membership Certificates instead of shares of stock. Ninety-Four (94) Membership Certificates are authorized to be issued.

The foregoing amendment has been adopted by a majority of the Board of Directors of the Corporation prior to issuance of any Membership Certificates, pursuant to a meeting of the Board of Directors wherein a quorum was present, which vote is sufficient to approve the adoption of this Amendment, pursuant to Article XII of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being President of the Corporation, has adopted and executed these Articles of Amendment as of the 29 day of April, 1997.

ALPINE VILLAGE ROC, INC., a Florida
not-for-profit corporation

By: Martin L. Crabill
MARTIN L. CRABILL, President

Prepared By:
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