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**ARTICLES OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
PENSACOLA COUNTRY CLUB, INC.
(Document Number 105425)**

Pursuant to the provisions of Section 607.1006, *Florida Statutes*, PENSACOLA COUNTRY CLUB, INC, a Florida corporation (the "Corporation"), hereby submits these Articles of Amendment for the purpose of amending its Certificate of Incorporation as follows:

1. The Certificate of Incorporation is hereby amended by adding a new paragraph 17 to read as follows:

17. The presence of Stockholders, either in person or by proxy, representing not less than thirty-four percent (34%) of the issued and outstanding shares of the Corporation shall constitute a quorum for the conduct of business of the Corporation, except for those matters on which a vote of more than fifty percent (50%) of the issued and outstanding shares of the Corporation is required under the Articles of Incorporation.

2. The foregoing amendment was recommended to the Stockholders of the Corporation by unanimous vote of the Board of Directors of the Corporation at a meeting of the Board of Directors held September 21, 2010, and approved by the Stockholders of the Corporation at a meeting held November 3, 2010, with 370 votes cast in favor of the amendment and 13 votes cast against the amendment, with the number of votes cast in favor of the amendment being sufficient for approval.

3. These Articles of Amendment will become effective upon filing.

Dated this 12th day of JANUARY, 2011.

PENSACOLA COUNTRY CLUB, INC.

By: 

Robert J. Kelly, President

SECRETARY OF STATE
ATTEST

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