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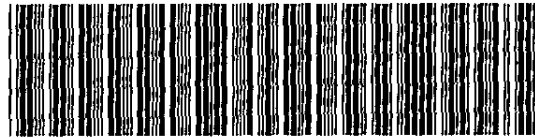
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October 14, 2005

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

Re: Amendment to the Articles of Incorporation for Gulf Pines Associates, 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 Gulf Pines Associates, Inc. Please return to us the **copy, date-stamped**, in the enclosed self addressed stamped envelope.

Sincerely,

*Elay Gray*  
Elay Gray  
Legal Assistant

/eg

Enclosure

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AMENDMENTS TO  
ARTICLES OF INCORPORATION  
OF  
GULF PINES ASSOCIATES, INC.

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Article IV is hereby amended to read as follows:

~~Under the terms and conditions prescribed by its By Laws, this corporation shall admit as members only such persons as are homeowners, whither resident or non resident, in the Gulf Pines Subdivision. Walton County, Florida, having a reasonable accessibility to the courses of, and who are in need of having water, sewerage and other services supplied for domestic, fire protection and garden purposes from the water system constructed, maintained and operated by the corporation, and who receives the approval of the Board of Directors upon subscribing for or otherwise acquiring a membership certificate and by signing such agreements for the purchase of water as may be provided and required by the corporation; (provided that no person otherwise eligible shall be permitted to subscribe for or acquire a membership of the corporation if the capacity of the corporation's water system is exhausted by needs of its existing members). A homeowner shall not be entitled to more than one membership certificate regardless of the number of homes he may own in Gulf Pines Subdivision and each certificate shall entitled to one vote regardless of whether the certificate is issued in the name of more than one person. All record owners of property in Gulf Pines Subdivision shall be members of the corporation.~~

Article IX, Section 2 is hereby amended to read as follows:

2. Each lot ~~certificates~~ shall be entitled to one vote, ~~only and t~~There shall be no voting by proxy except by a signed written proxy authorizing approval or disapproval of the specific matter to be voted upon and designating the name or office of the proxy who shall cast such vote.

Article X, Section 2 is hereby amended to read as follows:

2. Each certificate lot shall be entitled to one vote ~~only~~.

(Additions are shown by underline; deletions are shown by ~~strikethrough~~.)

This instrument was prepared by:  
Raymond F. Newman, Jr.  
Becker & Poliakoff, P.A.  
348 Miracle Strip Parkway S.W.  
Paradise Village Suite 7  
Fort Walton Beach, FL 32548

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GULF PINES ASSOCIATES, INC.

THE UNDERSIGNED, being the duly elected and acting Treasurer of Gulf Pines Associates, Inc., a Florida corporation not for profit, P O Box 6051, Destin, FL 32550, does hereby certify the Amendments to the Articles of Incorporation of Gulf Pines which are attached hereto were duly adopted by the affirmative vote of the Board of Directors and not less than two-thirds (2/3rds) of the total voting members of the Association at a meeting of the members held on March 26, 2005, when a quorum was present, after due notice. The effective date of the amendment is March 26, 2005. The number of votes cast by the directors and by the members for approval of the amendments was sufficient for their approval.

Witnesses:

GULF PINES ASSOCIATES, INC.

Christina Delong  
Printed Name: Christina Delong  
Brian C. Rosales  
Printed Name: BRIAN ROSALES

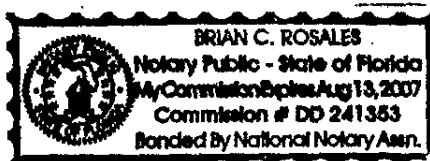
By: Wynell Garrity  
Wynell Garrity, Treasurer

STATE OF FLORIDA

COUNTY OF WALTON

Before me, the undersigned authority, appeared Wynell Garrity, to me personally known and known to be the Treasurer of the Gulf Pines Associates, Inc., a Florida non-profit corporation, and she acknowledged to and before me that she executed the foregoing Certificate of Amendment for the uses and purposes therein stated.

WITNESS my hand and official seal this 12 day of October, 2005.



Brian C. Rosales  
NOTARY PUBLIC  
My Commission Expires: