

HEATHER PROPERTY OWNERS ASSOCIATION
9100 NAKOMA WAY
WEEKI WACHEE, FL 34613
352-596-5028

May 7, 1997

728891

000002176130--9
-05/13/97--01013--007
*****35.00 *****35.00

Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

I submit to you an amendment for filing with the Department of State. This amendment is to the Articles of Incorporation from the Royal Highland West Property Owners' Association, d/b/a The Heather Property Owners' Association, a not for profit corporation. (fictitious name last recorded October 14, 1996)

All members of the Association were given notification and ample time to vote on this amendment. The amendment was passed with the 2/3rds of the membership voting affirmative as required by the Articles of Incorporation.

Enclosed please find a check in the amount of \$35.00 for filing fee.

I trust, with the attachment, this is the necessary information required for filing the amendment.

Sincerely,

Evelyn Challandes
Evelyn Challandes
Corporate Secretary

Enclosures:
Check in the amt. of \$35.00
Amendment for Articles of Incorporation



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1997

EVELYN CHALLANDES
9100 NAKOMA WAY
WEEKI WACKEE, FL 34613

SUBJECT: ROYAL HIGHLANDS WEST PROPERTY OWNERS ASSOCIATION,
INC.
Ref. Number: 728891

We have received your document for ROYAL HIGHLANDS WEST PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please remove any reference to having a d/b/a name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 297A00028407

ROYAL HIGHLANDS WEST PROPERTY OWNERS ASSOCIATION
9100 Nakoma Way
Weeki Wachee, Florida 34613
Tel: (352) 596-5028

June 2, 1997

Ms. Carol Mustain
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327,
Tallahassee, Florida 32314

Ref. Number: 728891

Dear Ms. Mustain:

In accordance with your May 27, 1997, letter No. 297A00028407 (enclosed), I have removed any references to "a d/b/a name," and am returning the document as requested.

Thank you for your attention to this important matter.

Sincerely,



Evelyn Challandes
Corporate Secretary

Enclosures: Your letter
Document

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROYAL HIGHLAND WEST PROPERTY OWNERS ASSOCIATION, INC.

This amendment is made this 30th day of April, 1997 to the Articles of Incorporation of Royal Highland West Property Owners Association, Inc. by virtue of two-thirds (2/3rds) vote of the members of the Association as required by Article X of the Articles of Incorporation.

ARTICLE X presently reads:

The voting members of the Corporation may amend these Articles of Incorporation, by a two-thirds (2/3rds) vote thereof.

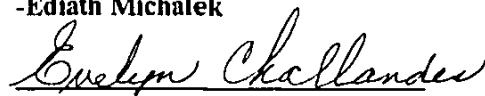
ARTICLE X is hereby amended to read:

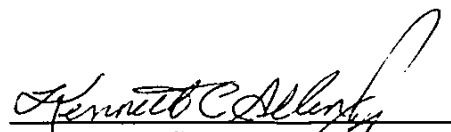
"Fifty-one (51%) of the total membership qualified to vote shall be required to amend these Articles of Incorporation, voting in person or by proxy at any Annual Meeting or any Special Meeting called for that purpose wherein the required quorum exists. Unless otherwise specified, an amendment shall be effective immediately upon adoption."

IN WITNESS WHEREOF, the undersigned President and Chairman of the Board of Directors of the Association hereby attest that the foregoing amendment was made by the members of the Association as required by the Articles of Incorporation and that they have executed this amendment on the date and year first above written.

Signed, sealed and delivered
in the presence of:


Signature
EDITH MICHALEK
-Edith Michalek


Signature
Evelyn Challandes
Evelyn Challandes
Corporate Secretary


Kenneth C. Allen, Jr.
President and Chairman
of the Board of Directors

Corporate Seal

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 30TH day of April, 1997 by Kenneth C. Allen, Jr., President and Chairman of the Board of Directors of Royal Highland West Property Owners Association, Inc. a Florida corporation on behalf of the corporation. He is personally known to me and did take an oath.

My commission expires:

Estella Jean Doyle
Notary Public - Signature

ESTELLA JEAN DOYLE
Estella Jean Doyle



ESTELLA JEAN DOYLE
My Commission CC424933
Expires Dec. 13, 1998
Bonded by NFNU
800-224-6368