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BASIC AMENDMENT

SOUTHGATE TOWNHOMES ASSOCIATION, INC.

Certificate of Status	0
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AMEND  
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Articles of Amendment  
to the  
Articles of Incorporation  
of  
Southgate Townhomes Association, Inc.

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1. The name of the corporation is Southgate Townhomes Association, Inc.

2. Article VI, titled Voting Rights, of the Articles of Incorporation of Southgate Townhomes Association, Inc., is hereby amended to provide as follows:

ARTICLE VI  
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, and shall be entitled to nine (9) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

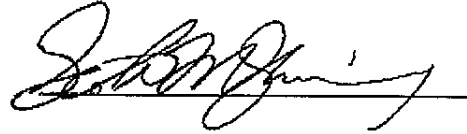
(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on the anniversary date five years from the date when the first Lot is conveyed to an individual purchaser.

3. This amendment was adopted November 20, 2000, by the members of the Southgate Townhomes Association, Inc. The number of votes cast for the amendment was sufficient for approval.

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Scott M. Shirkberg

(Please Print Name)

President

Southgate Townhomes

Association, Inc.

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