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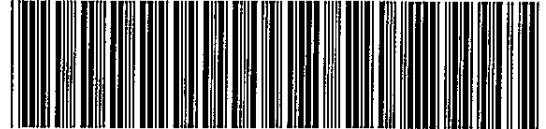
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Is 6/7/05
Amend

SMITH, SMITH & MOORE

Attorneys at Law, P.A.

A Professional Association of Attorneys and Counselors at Law

Dedicated to Client Service

Michael S. Smith
Stephen A. Smith, P.A.
G. Cline Moore

411 N. Washington Street
Post Office Drawer 579
Perry, Florida 32348

(850) 584-3812 Phone
(850) 584-7148 Fax
Toll Free 1-877-269-9839

Website: www.smithandmoore.com

June 3, 2005

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: KEATON BEACH LANDINGS HOMEOWNERS
ASSOCIATION, INC.
Document Number N05000000691

Dear Sir or Madam:

Enclosed herewith for processing are the original and one copy of the proposed Articles of Amendment for the above referenced corporation, together with a check in the amount of \$43.75 to cover the necessary charges.

If further information or monies are required, please contact our office. We would appreciate your returning to this firm a certified copy of the Articles of Amendment.

Thank you for your assistance in this matter.

Sincerely,
MICHAEL S. SMITH

By: Charlie Johns
Charlie Johns
Legal Assistant

/cj
Encls.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KEATON BEACH LANDINGS HOMEOWNERS ASSOCIATIONS, INC.
Document Number N05000000691

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Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment to its Articles of Incorporation:

First: Amendments adopted:

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

A . BOARD OF TRUSTEES: The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be three initially; provided, however, that such number may be changed by a by-law adopted by the members.

The trustees named in Article VII shall hold office until the first annual meeting of members, to be held on the first Monday in August, 2003 at 7:30 P.M., at 20360 Keaton Beach Drive, Perry, FL 32348 at which time an election of trustees shall be held to determine who shall then serve until the time of the next annual meeting.

Trustees elected at the first annual meeting and all times thereafter shall serve for a term of one year until the next annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at 7:30 P. M . or the second Monday in January of each year (except for the first annual meeting described above) at the principal office of the corporation, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

B. CORPORATE OFFICERS: The Board of Trustees shall annually elect a President and a Secretary-Treasurer, and such officers as the bylaws of the corporation may authorize the trustees to elect from time to time. Such officers shall be initially elected at the organization meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

GARY WILLIAMS
20360 Keaton Beach Drive
Perry, Florida 32348

President

GINA WILLIAMS
20360 Keaton Beach Drive
Perry, Florida 32348

Secretary

TERRY FINCH
20360 Keaton Beach Drive
Perry, Florida 32348

Treasurer

C. PERMITTING: The Suwannee River Water Management District, may, as a limiting condition of any permit issued, require that the surface water management system (the system) be inspected at least once annually for the first three (3) years of operation and every third year thereafter to ascertain that the system is being operated and maintained in a manner consistent with the permit issued by the Suwannee River Water Management District. The inspector shall furnish the report to the Suwannee River Water Management District within thirty (30) days of the inspection.

Second: The date of the amendments= adoption:

May 18, 2005.

Third: There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

Signed this 24 day of May, 2005.

Signature



GARY WILLIAMS
President / Director
Keaton Beach Landings
Homeowners Association, Inc.