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N11336
December 10, 1998

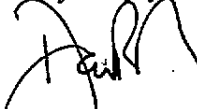
Florida Department of State
Division of Corporation
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Articles of Amendment to Articles of
Incorporation of Beach Villas Owners Association, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Amendment to Articles of Incorporation of Beach Villas Owners Association, Inc. Also enclosed is a check in the amount of \$35.00 to cover the costs of amendment. Should you have any questions, please do not hesitate to call.

Very truly yours,


David B. Pleat

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DBP\tdt
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
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3pg Amend
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BEACH VILLAS OWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted: Beach Villas Owners Association, Inc. amends its Articles of Incorporation at Article IV to state as follows:

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Common Areas and the Property within that certain tract of property more fully described in Exhibit A of the Sandestin Beach Villas Declaration of Covenants, Conditions and Restrictions to be recorded in the public records of Walton County, Florida ("Declaration"), and to promote the health, safety and welfare of the residents within the Property. All terms contained herein shall mean and refer to the terms as defined in the Declaration. Nothing within Article IV is intended to restrict, diminish or limit the ability of the Association to manage, maintain, and operate the association nor to require unanimous approval of the Association except where indicated within this Article.

Beach Villas Owners Association, Inc. amends its Articles of Incorporation at Article IV(c) to state as follows:

- (c) by unanimous consent of the members, acquire (by gift, purchase or otherwise), own, hold, improve, build upon, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real property in connection with the affairs of the Association. The Association shall, without unanimous consent, operate and maintain any real property in connection with the affairs of the Association. The Association shall, without unanimous consent of the members, acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of personal property in connection with the affairs of the Association.

Beach Villas Owners Association, Inc. amends its Articles of Incorporation at Article IV(d) to state as follows:

- (d) by unanimous consent of the members, mortgage, pledge, deed in trust, or

hypothecate any or all of its real property as security for money borrowed or debts incurred. Without the necessity for unanimous consent of the membership, the Association shall borrow money, pledge or hypothecate any and all of its personal property as security for money borrowed or debts incurred.

SECOND: The date of adoption of the amendments was November 14, 1998.

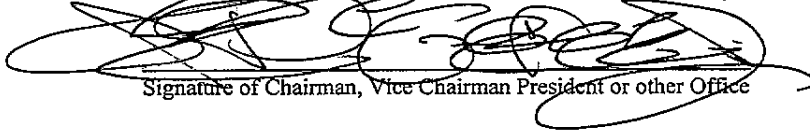
THIRD: Adoption of Amendment

 x The amendment(s) was/were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

 There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 5th day of December 1998.

BEACH VILLAS OWNERS ASSOCIATION, INC.


Signature of Chairman, Vice Chairman President or other Office

James E. McGehee

Typed or Printed Name

President

Title

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