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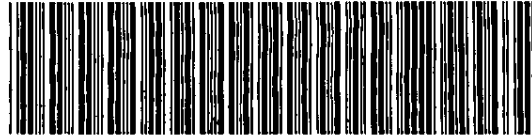
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Rhoden Hill Homeowners Association, Inc.

DOCUMENT NUMBER: N16000003340

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jay Rhoden

(Name of Contact Person)

Macallan Group

(Firm/ Company)

1985 North Park Place

(Address)

Atlanta, Georgia 30339

(City/ State and Zip Code)

jay.rhoden@macallangroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Keith Jernigan

678

987-0922

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

**RHODEN HILL HOMEOWNERS ASSOCIATION, INC.
(A Florida Nonprofit Corporation)**

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

The following Articles are hereby added to the Articles of Incorporation:

Article 7. Duration. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State of the State, Tallahassee, Florida. The Association shall have perpetual duration.

Article 8. Definitions. All capitalized terms which are not defined herein shall have the same meaning as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Rhoden Hill recorded, or to be recorded, in the Public Records of Leon County, Florida, as it may be amended from time to time (the "Declaration"), unless the context indicates otherwise.

Article 9. Purposes. The Association is formed for the purposes of:

(a) being and constituting the Association to which the Declaration refers, performing all obligations and duties of the Association, and exercising all rights and powers of the Association, as specified in the Declaration and the By-Laws, and as provided by Florida law;

(b) operating, maintaining and managing the surface water or stormwater management system(s) located within the Development in a manner consistent with the Northwest Florida Water Management District Permit No.637.01 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein;

(c) owning, maintaining and managing the Conservation Easement Area as described in the Declaration and the Conservation Use Easement recorded in Book 4350, Page 1768, Leon County, records; and

(d) providing an entity for the furtherance of the interests of the Owners.

Article 10. Powers. The Association shall have the following powers, which, unless otherwise indicated by the Governing Documents, may be exercised by the Board:

(a) all of the common law and statutory powers conferred upon nonprofit corporations under Florida law; and

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set forth in these Articles, the By-Laws, or the Declaration, including, without limitation, the power:

(i) to establish, collect, and enforce payment, by any lawful means, of assessments and other charges to be levied against the Lots, which assessments shall be used by the Association as provided for in the Declaration, including, without limitation, the maintenance and repair of the surface water or stormwater management systems (including but not limited to work within retention areas, drainage structures and drainage easements);

(ii) to manage, control, operate, maintain, repair, and improve the Development and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners;

(v) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, grant easements, and otherwise deal in and with real and personal property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to own, control and operate the surface water or stormwater management system located within the Development;

(x) to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system located within the Development;

(xi) to own, control and manage the Conservation Easement Area located within the Development; and

(xii) to provide any and all services to the Development as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law. The powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

(c) The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members and shall make no distributions of income to its Members, directors, or officers.

Article 11. Members.

The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Lot shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the By-Laws. Membership is appurtenant to, and inseparable from, ownership of a Lot.

The Association shall have two classes of membership, Class "A" and Class "B". The Class "A" Members shall be all Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights are specified in the Declaration and By-Laws. The Declarant may establish additional classes of membership as set forth in the Declaration. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

Change of membership in the Association shall be established by recording in the Public Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated.

The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

Article 12. Board of Directors. The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors, the number, qualification, method of election, term of office, removal, and filling of vacancies of which shall be as set forth in the By-Laws. The Board may do or cause to be done all acts and things which the Declaration, the By-Laws, these Articles or Florida law do not direct to be done and exercised exclusively by the membership generally. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 13. By-Laws. The By-Laws of the Association shall be adopted by the initial Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws. The quorum requirements for meetings of Members and directors shall be set forth in the Declaration and By-Laws.

Article 14. Liability of Directors and Officers. To the fullest extent that Florida law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors and officers, no director or officer of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director or officer. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. The Association shall indemnify any director, former director, officer or former officer against liability to the fullest extent permitted under Florida law.

Article 15. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the approval of Members holding sixty-seven percent (67%) of the total Class "A" votes in the Association, or such higher percentage as may be required by Florida law, and the written consent of the Declarant during the Development Period. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of

the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with rule 62-346.095, F.A.C., and be approved by the Northwest Florida Water Management District prior to such termination, dissolution or liquidation.

Article 16. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the approval of sixty-seven percent (67%) of the total Class "A" votes in the Association, or such higher percentage as may be required by Florida law, and the written consent of the Declarant during the Development Period.

Article 17. Amendments.

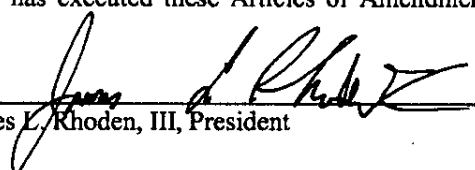
The Declarant may unilaterally amend these Articles at any time and from time to time if such amendment is necessary (i) to bring any provision into compliance with any applicable governmental statute, rule, regulation, or judicial determination; (ii) to enable any reputable title insurance company to issue title insurance coverage on the Lots; (iii) to enable any institutional or governmental lender, purchaser, insurer, or guarantor of Mortgage loans, including, for example, the U. S. Department of Veterans Affairs, the U. S. Department of Housing and Urban Development, the Federal National Mortgage Association ("Fannie Mae") or Federal Home Loan Mortgage Corporation ("Freddie Mac"), to make, purchase, insure, or guarantee Mortgage loans on the Lots; or (iv) to satisfy the requirements of any local, state or federal governmental agency. However, any such amendment shall not adversely affect the title to any Lot unless the Owner of such Lot shall consent thereto in writing.

The Board of Directors may amend these Articles without Member approval for those specific purposes permitted under Florida law. Such amendments may be adopted by the Board, with the written consent of the Declarant during the Development Period.

Other amendments to these Articles of Incorporation may be adopted as provided by the Florida Nonprofit Corporation Code pursuant to a resolution duly adopted by the Board of Directors and approved by Members holding sixty-seven percent (67%) of the total Class "A" votes in the Association, and the written consent of the Declarant during the Development Period; provided, no amendment may be in conflict with the Declaration; and, provided further, no amendment shall be effective to impair or dilute any rights of Members that are governed by the Declaration. Notwithstanding the above, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

There are no members or members entitled to vote on this amendment. Directors have not been selected as of the date hereof and thus the Incorporator hereby adopts this amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation, this 10th day of May, 2016.


James L. Rhoden, III, President