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JANE R. HARRIS

Requestor's Name

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TALLAHASSEE, FL

City/State/Zip

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

BEN TALQUIN TRACE PROPERTY 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: ARTICLES IX, XII:

ARTICLE IX

VOTING RIGHTS

A. The Association has two classes of voting membership:

1. Class A: Class A membership is comprised of all Members other than the Class B Member. A Class A Member is entitled to one vote for each Lot owned. If more than one person or entity owns an interest in a Lot, all such persons or entities are collectively entitled to one vote for that Lot, which vote may be exercised only by the consent of a majority of the Owners of record of that Lot. For the purpose of exercising voting rights, the Owner of a Lot that has a residential dwelling on it may designate the occupant of that dwelling to vote in the Owner's stead, by delivering a written designation to the Association; and that designation will remain in effect until canceled in a writing delivered to the Association.

2. Class B: Class B membership is the Declarant of the Declaration. The Class B Member is entitled to cast two votes for each Lot in which the Declarant holds the interest required for membership; however, Class B membership ceases and is converted to Class A membership when 75 percent of the Lots are owned by persons or entities other than the Declarant, when the Declarant elects in writing to terminate Class B membership, or January 1, 2005, whichever event first occurs.

B. A Member is not entitled to vote unless that Member has fully paid all assessments required under the Declaration as shown on the books of the Association.

ARTICLE XII

BYLAWS

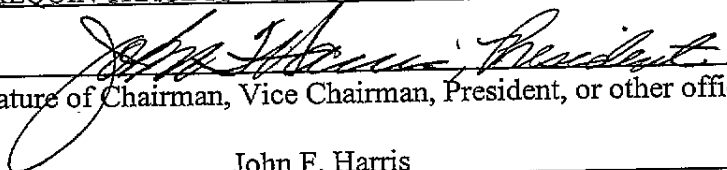
The initial Bylaws for the Association shall be adopted by a vote of a majority of the members of the initial Board of Directors. The Bylaws may be amended or altered by the Board

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of Directors at a regular or special meeting of the Board of Directors, or by the Members at a regular or special meeting of the Members by a vote of the majority of a quorum of Members present in person or by proxy, in the manner and subject to any other conditions set forth in the Bylaws. The Bylaws may not include any provision that conflicts with law, these Articles, or the Declaration.

SECOND: The date of adoption of the amendments was: July 12, 1998.
THIRD: Adoption of Amendments: There are no members entitled to vote on these amendments. The amendments were adopted by the board of directors.

BEN TALQUIN TRACE PROPERTY OWNERS' ASSOCIATION, INC.



Signature of Chairman, Vice Chairman, President, or other officer

John F. Harris

Typed or printed name

President

Title

July 12, 1998

Date