

Dec 20 05 10:21

BARRON, REDDING LAW FIRM 850-785-7454

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BASIC AMENDMENT

RESORT VACATION PROPERTIES OF ST. GEORGE ISLAND, INC

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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
RESORT VACATION PROPERTIES OF ST. GEORGE ISLAND, INC.

Pursuant to the provisions of Florida Statute § 607.1006, the corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is **RESORT VACATION PROPERTIES OF ST. GEORGE ISLAND, INC.**
2. The text of each amendment as adopted is as follows:

Article 4 of the original Articles of Incorporation is deleted and the following new Article 4 is substituted in lieu thereof:

ARTICLE IV - STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 of which 500 shares with no par value shall be designated "non voting common" and 500 shares with no par value shall be designated "voting common".

All shares of stock issued and outstanding prior to the adoption of this amendment shall be reclassified as voting common shares.

The original articles of incorporation did not have an Article VIII, a new Article VIII is added to the articles of incorporation as follows:

**ARTICLE VIII -
PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF
CAPITAL STOCK**

The relative rights, privileges, and limitation of the voting common shares and the nonvoting common shares shall be in all respect identical, share for share, except that the voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the voting common shares and, except as other required by law, the holders of the nonvoting common shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders.

3. This amendment was adopted on December 20, 2005.

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4. This amendment was approved and adopted by the shareholders of the corporation at a meeting held for that purpose on October 13, 2005. The shareholders voted unanimously in favor of the adoption of the amendment which was sufficient for approval.
5. This amendment will be effective immediately.

In witness whereof, I hereunto subscribe my name on December 20, 2005.

RESORT VACATION PROPERTIES OF ST.
GEORGE ISLAND, INC.


By: Diana Prickett, President