

OCEAN PINES ASSOCIATION, INC. STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES APPROVED FOR RECORD
OF 7-21-97 at 9:57 a.m.
AMENDMENT

OCEAN PINES ASSOCIATION, INC., a Maryland Corporation, having its principal offices in Worcester County, Maryland, hereinafter called "Corporation" hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by deleting the provisions of Paragraph 7 of Article "SEVENTH" and, replacing therefor the following provision:

72028402

"7. No voting member, non-voting member or associate may be expelled from membership in the Association for any reason whatsoever; provided, however, that the Board of Directors of the Association will have the right to suspend the voting rights (if any) and right to use of the parks, roads and other recreational facilities and amenities of the Association of any member or of any tenant or guest of any member (i) for any period during which any association charge owed by any voting member, or association member remains unpaid (ii) during the period of any continuing violation of restrictive covenants of the Association after the existence of the violation shall have been declared by the Board of Directors of the Association.

Notwithstanding the above provisions, payment of assessments of Ocean Pines Association, Inc. is a prerequisite for the right of any member to cast a vote."

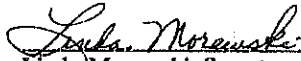
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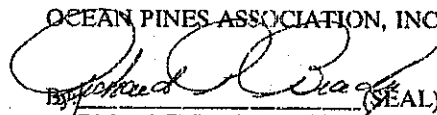
SECOND: The Amendment set forth herein was approved by a unanimous vote of the entire Board of Directors of the Corporation at its meeting duly held on June 11, 1997, upon which meeting notice of the proposed change to the Charter was duly provided.

THIRD: The Charter of the Association provides in Article Ninth that the Charter may be freely amended by the affirmative vote of not less than two-third of the entire Board of Directors at any meeting called for that purpose.

IN WITNESS WHEREOF, Ocean Pines Association, Inc. has caused this Amendment to be signed in its name and on its behalf by its President, and with its corporate seal hereto affixed and attested by its Secretary on this 11th day of July, 1997.

ATTEST



Linda Morawski, Secretary

OCEAN PINES ASSOCIATION, INC.

Richard F. Brady, President (SEAL)

STATE OF MARYLAND, WORCESTER COUNTY, to wit:

BE IT REMEMBERED, that on this 11 day of JULY, 1997, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RICHARD F. BRADY, President of Ocean Pines Association, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation did acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment, with respect to the approval thereof, are true to the best of his knowledge, information and belief.

AS WITNESS MY HAND AND OFFICIAL SEAL.


NOTARY PUBLIC

My Commission Expires: 8-2-2000