

RESTATED ARTICLES OF INCORPORATION

OF

HOLIDAY SPRINGS AT SUNTREE PROPERTY OWNERS' ASSOCIATION, INC.  
(A Corporation Not For Profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A majority of the Members of Holiday Springs at Suntree Property Owners' Association, Inc. adopted these Restated Articles of Incorporation under the laws of the State of Florida on October 21, 1996. The member votes cast in favor of adoption of these Restated Articles were sufficient for approval.

ARTICLE I - NAME

The name of this Corporation shall be The Springs of Suntree Property Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II - PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of the Common Property and facilities of The Springs of Suntree according to the plat or plats thereof (including amendments thereto), recorded in the Public Records of Brevard County, Florida (the "Plat") and to undertake the performance of the acts and duties incident to the administration of the operation and management of the Common Property in and in accordance with the terms, provisions, covenants and restrictions contained in these Articles, the Amended and Restated Declaration of Covenants and Restrictions of The Springs of Suntree Property Owners Association, Inc. (the "Declaration"), as recorded in the Public Records of Brevard County, Florida, the Bylaws of this Corporation, and to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Property. The Association shall be conducted as a Florida corporation not for profit. The terms used in these Articles shall have the same meaning as set forth in the Declaration.

ARTICLE III - POWERS

The Association shall have the following powers:

1. The Association shall have all of the powers and duties granted to corporations not for profit under the laws of the State of Florida except as limited by these Articles of Incorporation and the Declaration.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(a) To make and establish reasonable rules and regulations governing the use of Lots and the Common Property as said terms may be defined in the Declaration.

(b) To buy, sell, lease, or otherwise deal with any and all property, whether real or personal.

(c) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the requirements of the applicable St. Johns River Water

Management District permit and applicable district rules; and to assist in the enforcement of those provisions of the Declaration which relate to the surface water or stormwater management system(s).

(d) To levy and collect assessments against Members of the Association to defray the common expenses of the Properties as may be provided in said Declaration and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the costs of maintenance and operation of the surface water or stormwater management system and including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Lots in said development.

(e) To maintain, repair, replace, operate and manage the Common Property, including the right to reconstruct improvements after casualty and to make further improvements to the Common Property.

(f) To contract for the maintenance of the Common Property.

(g) To enforce the provisions of the Declaration, these Restated Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the Rules and Regulations governing the use of the Common Area as may be hereafter established.

(h) To approve or disapprove the transfer, lease, and ownership of Lots as may be provided by the Declaration and by the Bylaws.

(i) To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

(j) All funds and the titles to all property acquired by the Association, and their proceeds shall be held in trust for the Members in accordance with the provisions of the Declaration, these Restated Articles of Incorporation and the Bylaws of the Association.

#### ARTICLE IV - MEMBERS

The qualification of the Members, the manner of their admission to membership and termination of such membership and voting by Members shall be as stated in the Declaration and further:

1. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

2. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her Lot. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws which may be hereafter adopted.

3. On all matters on which the membership shall be entitled to vote, there shall be only those votes for each Lot as set forth in the Declaration, notwithstanding the fact that the Lot is owned by more than one person, and such vote or votes may be exercised by the Owner or Owners of each Lot in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should

any Owner or Owners own more than one Lot, such Owner or Owners shall be entitled to exercise or cast as many votes as are allocated to the particular Lots owned, in the manner provided by the Bylaws.

#### ARTICLE V - TERM

Existence of the Association commenced July 7, 1981. The Association shall exist in perpetuity.

#### ARTICLE VI - LOCATION

The principal office of the Association shall be located at 8300 Holiday Springs Road, Melbourne, Florida, 32940, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

#### ARTICLE VII - DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall be an odd number and shall not be less than three (3) nor more than nine (9), except as may be changed from time to time as provided in the Bylaws. The manner of electing directors shall be provided for in the Bylaws of the Association.

#### ARTICLE VIII - OFFICERS

Officers shall be appointed by the Board of Directors. The president and such other officers and assistant officers as the Board of Directors may from time to time designate shall constitute the officers of the Association. Such officers shall have the duties and responsibilities assigned to them by the Board of Directors and as set out in the By-Laws.

#### ARTICLE IX - BYLAWS

The Bylaws of the Association shall be adopted by the Members and may be altered, amended or rescinded only as provided in said Bylaws.

#### ARTICLE X - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the Owners as part of the common expense.

#### ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by the Members of the Association owning a majority of the Lots whether meeting as Members or by instrument in writing signed by them. Provided, however, that no amendment shall make changes in the qualifications for Membership nor the voting rights of the Members, nor change the provisions contained in Article III, Paragraph 2(j), without approval in writing of all Members and the joinder of all record owners of mortgages on the Lots. Furthermore, no amendment shall be made that is in conflict with the Florida Statutes or the Declaration.

#### ARTICLE XII - CONFLICTS OF INTEREST

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

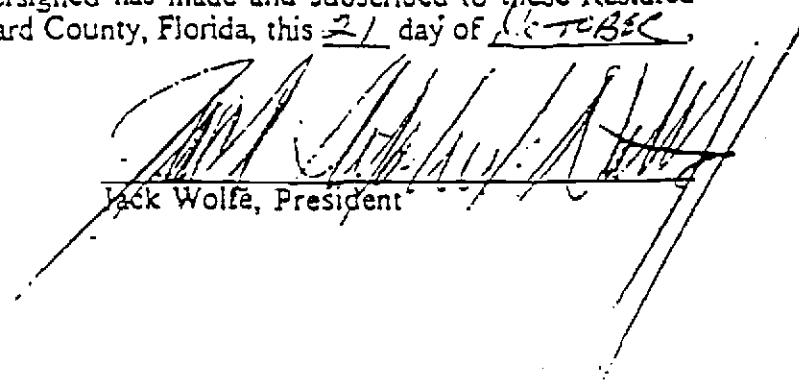
#### ARTICLE XIII - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit Corporation, Association, Trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation.

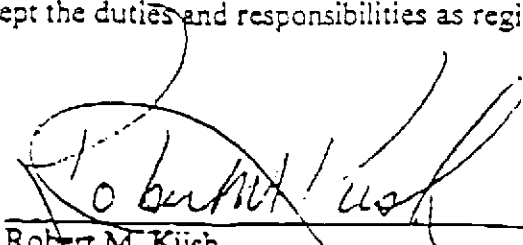
#### ARTICLE XIV - REGISTERED AGENT

The current registered agent of the Association is Robert M. Kush and the street address of the ~~initial~~ registered office of the Association is 6767 N. Wickham Road, Suite 500, Melbourne, Florida, 32940. This corporation shall have the right to change such registered agent and office from time to time as provided by laws.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Restated Articles of Incorporation in Melbourne, Brevard County, Florida, this 21 day of OCTOBER, 1996.

  
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Jack Wolfe, President


I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Robert M. Klush  
Registered Agent

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, Robert M. Klush, President of HOLIDAY SPRINGS AT SUNTREE PROPERTY OWNERS' ASSOCIATION, INC., who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 21 day of October, 1996.

  
Notary Public  
State of Florida at Large  
My Commission Expires:



BONNIE J. BELAIR  
My Comm Exp. 5/31/97  
Bonded By Service Ins  
No. CC288893  
Notary Public