

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VILLAGE ON THE GREEN HOMEOWNERS ASSOCIATION, INC.

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes and certify as follows:

ARTICLE I

Name

The name of the corporation shall be VILLAGE ON THE GREEN HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

Initial Registered Office and Agent

The registered office of the Association is at 1437 South Belcher Road, Suite 301, Clearwater, Florida 33516. The registered agent is Helen I. Sarver, a resident of the State of Florida whose business office is identical with that of the registered office.

ARTICLE III

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the patio home lots and common area within that certain property located in Pinellas County, Florida, more particularly described as follows:

Lots 1 through 150 inclusive and all of Tract "E" of Village on the Green according to the plat thereof recorded in Plat Book 78, at pages 74 - 78 of the Public Records of Pinellas County, Florida,

and to promote the health, safety and welfare of the residents within the above described property and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Public Records of Pinellas County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association,

including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) dedicate, sell or transfer all or any part of the Common Area to any such public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(d) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise and not in conflict with these Articles;

(e) to maintain, repair and replace the common area and other improvements located on the lots which are to be kept and maintained by the Association pursuant to the terms of the Declaration;

(f) to purchase insurance upon the common area of the property and insurance for the protection of the Association and its members;

(g) to make and amend reasonable rules and regulations respecting the upkeep and use of the Common Area and lots;

(h) to employ personnel to perform the services required for the proper operation, maintenance and upkeep of the Common area and the lots.

ARTICLE IV

Membership

Every person or entity who is the record owner of a fee or undivided fee interest in any Lot which is part of the subject property, and subject to the terms and conditions of the Declaration, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

ARTICLE V

Voting Rights

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners with exception of the Declarant and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they, among themselves shall determine, but in no event shall more than one (1) vote be cast with respect to any Lot. There shall be no cumulative voting.

Class B. [Intentionally omitted. Class B membership expired more than 20 years ago.]

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors who shall be members of the Association, excepting that Class B membership has ceased and has been converted to Class A membership, the members of the Board of Directors need not be members of the Association, and the initial Board of Directors and the succeeding Board, until such time as the Class B membership has ceased and has been converted to Class A membership, shall be comprised of three (3) members. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Frank Macagnone	2867 Cedar Run Court Clearwater, Florida 33519
Helen I. Sarver	1344 Summerline Drive Clearwater, Florida
Pamela Droste	19450 Gulf Boulevard #405 Indian Shores, Florida 33535

The initial Board of Directors herein designated shall serve until Class B membership has ceased and has been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and three (3) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years, provided, however, that so long as the Declarant is the Owner of one (1) or more Lots within the property, then the Declarant shall be entitled to designate one (1) member to serve on the Board of Directors, notwithstanding the fact that Class B stock has ceased to exist and been converted to Class A stock. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining Directors, provided however, that should said vacancy occur in the Board member designated by the Declarant, then said vacancy shall be filled by the Declarant. Directors may additionally be removed in the manners provided for in the By-Laws.

ARTICLE VII

Officers

The Association shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the members of the Board of Directors. The names and addresses of the Officers that shall serve until their successors are designated by the Board of Directors is as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Frank Macagnone	President	2867 Cedar Run Court Clearwater, Florida 33519
Helen I. Sarver	Vice-President	1344 Summerlin Drive Clearwater, Florida
Pamela Droste	Secretary	19450 Gulf Boulevard #405 Indian Shores, Florida 33535

ARTICLE VIII

By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX

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 in connection with any proceeding or any settlement of any proceeding to which he may be a part or to which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement is being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE X

Term

The term of this Association shall be perpetual.

ARTICLE XI

Amendments

Amendments to these Articles shall be proposed and adopted in the following manner:

(a) A notice of the subject matter of the proposed amendment shall be included in the notice of any meetings at which the proposed amendment is considered.

(b) A resolution for the adoption of the proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided that such approval is delivered to the Secretary at or prior to the

meeting. Except as elsewhere provided, amendments to these Articles shall require the assent of seventy-five percent (75%) of the entire membership of the Association and seventy-five percent (75%) of the members of the Board of Directors.

(c) A copy of each amendment shall be filed with the Secretary of State or its successor.

ARTICLE XII

Subscribers

The names and addresses of the Subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank Macagnone	2867 Cedar Run Court Clearwater, Florida 33519
Helen I. Sarver	1344 Summerlin Drive Clearwater, Florida
Pamela Droste	19450 Gulf Boulevard #405 Indian Shores, Florida 33535

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers of this Association, have executed these Articles of Incorporation this 22nd day of August, A.D., 1978

/s/ _____
FRANK MACAGNONE
/s/ _____
HELEN I. SARVER
/s/ _____
PAMELA DROSTE

STATE OF FLORIDA)
 : ss
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared FRANK MACAGNONE, HELEN I. SARVER and PAMELA DROSTE, who after being first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of August, A.D., 1978

/s/ _____
Notary Public – State of Florida

My Commission Expires:

(Seal)