

ARTICLES OF THIRD AMENDMENT AND RESTATEMENT  
TO THE ARTICLES OF INCORPORATION OF  
EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC.

FILED  
OCT 28 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Department of State  
Tallahassee, FL 32304

Pursuant to the provisions of FS 617.1002(2), FS 617.1006, and FS 617.1007, the undersigned corporation adopts the following Articles Of Amendment And Restatement to its Articles Of Incorporation:

1. The Articles Of Incorporation are hereby amended and restated to read as are set forth in Exhibit "A."

2. The following amendments to the Articles Of Incorporation are hereby adopted in the manner prescribed by the provisions of FS 617.1002(2) as is reflected in the Consent And Agreement set forth, infra:

(a) The provisions of Article 4 are revised to update such and to eliminate all references to the Founder Member and its voting rights.

(b) The provisions of Article 7 are revised to eliminate all references to the Founder Member or its voting rights.

(c) The provisions of Article 9 are revised to eliminate all references to the Founder Member.

(d) The provisions of Article 10 are revised to add a new permissible successor.

(e) The amendment provisions of Article 13 are revised to eliminate the applicable rights of the Founder Member.

(f) The entire Article 14 is deleted.

(g) The provisions of Article 14 are revised to be more specific as to the calculation of the Usage Fee.

(h) The provisions of Article 15 are revised to delete any reference to the Founder Member and expressly permit enforcement of the Usage Fee Agreement.

3. The foregoing amendments were adopted by the Sole Founder Member [the only member of the Association who is eligible to vote] at a Special Meeting held on October 16, 1994, and by all of the Directors at a Special Meeting also held on October 26, 1994, all as contemplated by FS 617.1002(2).

4. This amendment shall be deemed effective upon filing with the office of the Secretary of State, State of Florida.

Dated this 26<sup>th</sup> day of October, 1994.

EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit

Signature of Witness

Typed or Printed Name of Witness

Signature of Witness

Typed or Printed Name of Witness

By: [Signature]  
As its President

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26 day of October, 1994, by Allan B. Lipsky, as President of East Lake Woodlands Community Association, Inc., a Florida corporation not for profit, on behalf of the Corporation, who is personally known to me (or who has produced as identification).

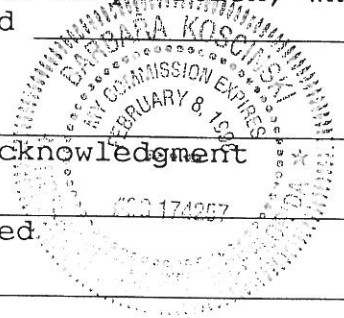
Signature of person taking acknowledgment

Name typed, printed or stamped

Commission expiration date

Title or rank

Serial number, if any

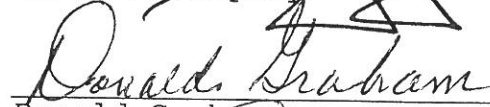


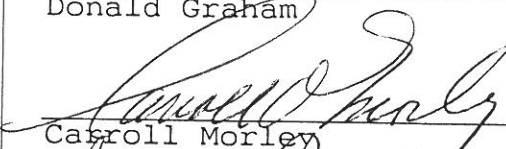
CONSENT AND AGREEMENT


The undersigned, constituting all of the directors and the sole Founder Member of East Lake Woodlands Community Association, Inc. eligible to vote, do hereby consent and agree to the above and foregoing amendments pursuant to the provisions of FS 617.1002(2); and in doing so hereby manifest their intent that the above and foregoing amendments be adopted.

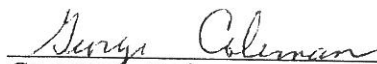
Directors

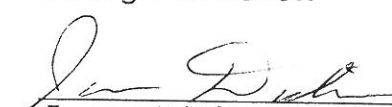
  
Allan B. Lipsky

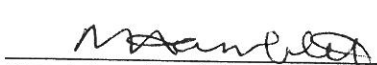
  
Donald Graham

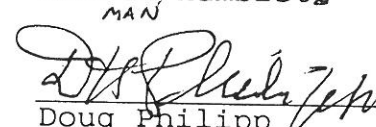
  
Carroll Morley

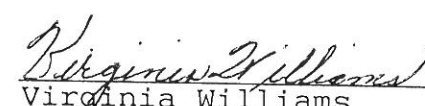
  
Gene Burt

  
George Coleman

  
James Dickson

  
Newton Hamblett

  
Doug Philipp

  
Virginia Williams

Founder Member

EAST LAKE WOODLANDS, LTD., a  
Florida limited partnership

By: METRO JV, INC. a New  
Jersey corporation, as  
its sole general partner

By:   
As its Agent

(Corporate Seal)

630-23/aa-2f/ksl/dgf  
10/24/94

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC.  
(A Florida corporation not for profit)

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

ARTICLE 1 - NAME

The name of the corporation shall be: EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC. (the "Association").

ARTICLE 2 - PURPOSE

In general the nature, objects and purposes for which the Association is organized are as follows:

(a) To promote the social welfare, both directly and indirectly, of the Members of the Association and the protection and enhancement of the value of various single family, patio homes, cluster homes, and condominium developments, both present and future, (the "Developments") located or to be located in the two large Planned Unit Developments located in Northern Pinellas County and commonly referred to as East Lake Woodlands and The Woodlands On East Lake Road, (the "Community") which have been and are being developed variously by MBL Life Assurance Corporation, a New Jersey corporation, East Lake Woodlands, Ltd., a Florida limited partnership and Woodlands Associates, Ltd., a Florida limited partnership, inter alia (the "Developers");

(b) To endeavor to see that adequate police and fire protection, controlled access, and other conveniences and utility services are available to the Community;

(c) To provide for the upkeep, maintenance, repair, improvement, replacement, and beautification of all gates, controlled access facilities, parkways and other roadways, street lights, community signs not directly relating to marketing, walls, entrance facilities, guard houses, lakes, and other similar "community type" facilities serving and benefiting the Community as a whole, regardless of whether such are owned by the Association or not and provided further that such are not required to be maintained by any other entity (the "Community Facilities");

(d) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving, equipment, and other property both real and personal, related to or including the Community Facilities, as the Board, in its discretion, determines necessary, appropriate and/or convenient;

(e) To perform its duties and obligations under an Usage Fee Agreement which was entered into by it with East Lake Woodlands, Ltd., a Florida limited partnership, and dated as of November 1, 1994 (the "Usage Fee Agreement"); and

(f) To operate without profit for the sole and exclusive benefit of its Members, but without pecuniary gain or profit to the Members of the Association.

ARTICLE 3 - GENERAL POWERS

The general powers that the Association shall have are as follows:

(a) To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation;

(b) To acquire, own, replace, improve, maintain, and repair the Community Facilities.

(c) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

(d) To delegate power or powers where such is deemed in the interest of the Association;

(e) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, to dedicate, sell, or transfer all or any part of the Community Facilities to any governmental body, public agency, public authority or utility for proper usage; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association, including but not limited to the Usage Fee Agreement; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles Of Incorporation and not forbidden by the laws of the State of Florida;

(f) To fix assessments to be levied against Members to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures;

(g) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board;

(h) To pay taxes and other charges, if any, on or against property owned or accepted by the Association;

(i) To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property, rights, or privileges of the Association wherever situated; and

(j) In general, to have all common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with the terms of these Articles Of Incorporation.

#### ARTICLE 4 - MEMBERS AND VOTING RIGHTS

Each owner of a Unit or Lot within the Community shall automatically be a Member of the Association, provided, however, that in the case of Unit or Lot owners in subdivisions which were in existence as of June 1, 1983, their subdivision condominium or homeowners' association has a current agreement with the Association to bear its proportionate share of the assessments of the Association. Subject to the foregoing proviso regarding Unit or Lot owners in such pre-June 1983 subdivisions, each person, upon acquisition of title to a Unit or a Lot in the Community, shall automatically become a Member of the Association; and, upon divestiture of such title, the membership of such person in the Association shall automatically terminate without the need for any action by the Association. Such acquisition and divestiture of title shall be determined by and shall be deemed effective as



of the recordation of the appropriate deed in the current public records of Pinellas County, Florida.

Each Member shall have one voting interest on matters to be voted on by Members for each assessment-bearing Lot or Unit owned by that Member within the Community. Members shall be entitled to vote for the election of directors, on amendments to these Articles Of Incorporation, and on other matters with respect to which these Articles or the By-Laws require a vote by the Members and on such other matters as the Board shall decide to submit to a vote by the Members. Voting by Members shall be conducted in accordance with the procedures set forth in the By-Laws.

#### ARTICLE 5 - TERM

This Association shall have perpetual existence.

#### ARTICLE 6 - INITIAL SUBSCRIBER

The names and addresses of the subscribers hereto are:

Allan R. Rutberg	305 Edgewater Drive Dunedin, Florida 33528
Thomas A. Shapiro	2012 Arbor Oaks Drive Palm Harbor, Florida 33563
John W. Nelson	A-1 Lake Saxton Drive Land O'Lakes, Florida 33539

#### ARTICLE 7 - DIRECTORS

The activities and affairs of the Association shall be managed by a Board of Directors (the "Board") who shall be elected by the Members at the times and in the manner specified in the By-Laws. The number of directors and the manner of filling vacancies on the Board shall be specified in the By-Laws.

The Board may by resolution designate an Executive Committee, to consist of one or more of the Directors of the Association, which, to the extent provided in said resolution or in the By-Laws of the Association, shall have and may exercise the powers of the Board in the management of the affairs of the Association.

The Board may deal with and expend the income and principal of the Association in such manner as in the judgment of the Board will best promote its purposes.

The By-Laws may confer powers upon the Board in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

In no event shall the Association or the Board either: (a) take any action which would be materially detrimental to the best interests of the Developers insofar as allowing the Developers to dispose of their remaining ownership interests in the Community; or (b) fail to take any reasonable action, which failure would be materially detrimental to the best interests of the Developers insofar as allowing the Developers to dispose of their remaining ownership interests in the Community, which action was necessitated by changed factual circumstances, which action [if taken] would benefit the health and safety of the Community, and which action the Developers had requested, in writing, that the Association take. This limitation shall automatically cease and terminate upon the sooner of the sale by the Developers of all remaining salable property [including all club and recreational facilities] within the Community; or December 31, 2000.

The Developers may, at their option, have a non-voting representative on the Board until such time as the limitations on the Association and the Board in the immediately preceding paragraph cease and terminate.

#### ARTICLE 8 - OFFICERS

The officers of the Association, who shall manage its affairs under the direction of the Board, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board from time to time may elect or appoint. The officers shall be elected at the annual meeting of the Board or at such other time as may be specified in the By-Laws and shall hold office for such period of time as the By-Laws shall provide.

The names, addresses and offices held of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

Allan R. Rutberg, President  
305 Edgewater Drive  
Dunedin, Florida 33528

John W. Nelson, Vice President  
A-1 Lake Saxton Drive  
Land O'Lakes, Florida 33539

Thomas A. Shapiro, Secretary/Treasurer  
3012 Arbor Oaks Drive  
Palm Harbor, Florida 33563

#### ARTICLE 9 - BY-LAWS

The By-Laws of this Association may be altered, amended or repealed and new By-Laws may be adopted in accordance with the procedures set forth in the By-Laws.

#### ARTICLE 10 - DISSOLUTION

Upon the dissolution or liquidation of the Association, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or to the federal government, or to a state or local government, for a public purpose or to a successor not-for-profit community association. None of the funds or assets and none of the income of the Association shall be paid over, distributed to, or inure to the benefit of any Member, officer or director of the Association or any other private individual.

#### ARTICLE 11 - STOCK

The Association shall not have or issue any shares of corporate stock.

#### ARTICLE 12 - OFFICE

The initial principal office of the Association is to be located at Palm Harbor, Florida, which office may be changed from time to time by action of the Board.

#### ARTICLE 13 - AMENDMENTS

These Articles Of Incorporation may be amended only in the following manner: Initially, any proposed amendment shall require the approval of the Board by a two-thirds vote of its

Members. Upon such approval, the proposed amendment shall be submitted to the membership for approval by a majority of the voting interests which are voted. In addition, any proposed amendment shall require the consent of the Developers until such time as the Developers have sold all of their remaining saleable property within the Community (including all club and recreational facilities), or until December 31, 2000, whichever first occurs.

A copy of the proposed amendment with thereon a certificate that it has been approved by the requisite Members, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice-President, shall be prepared and filed with the Secretary of State of the State of Florida in the manner required for Articles of Incorporation of corporations not for profit. The Articles of Incorporation shall be amended and the amendment incorporated therein when the amendment has been filed with the Secretary of State, approved by him, and all filing fees have been paid.

#### ARTICLE 14 - ASSESSMENTS

Assessments for purposes of operating the Association shall be levied on a fair and equitable basis as follows:

The Association as set forth supra, is charged with the duty of maintaining the Community Facilities. The Association will assess each Member its pro rata share of the cost of maintaining the Community Facilities on an annual basis (based upon the total number of Units within the Association plus Units actually or contemplated to be under construction during that year, plus a usage factor reflecting the estimated usage of the Community Facilities by non-Unit Owners such as employees or country club members) with the developer of the respective development being assessed for all Units under construction or platted and with the Developers being assessed for the usage factor as is set forth in the immediately following subparagraph.

For 1995 the Usage Factor referred to above (the "Usage Fee") shall be \$40,000.00. The Usage Fee shall be adjusted annually thereafter in accordance with the Usage Fee Agreement.

#### ARTICLE 15 - LITIGATION

No judicial or administrative proceeding shall be commenced or prosecuted by the Association unless approved by a vote of at least fifty-one percent (51%) of the Members. This Article shall not apply, however, to: (a) actions brought by the Association to enforce the provisions of the Declaration (including, without limitation, the foreclosure of liens) for any development within the Community as to which it has such enforcement powers; (b) the imposition and collection of assessments as provided in Article 14 hereof; (c) proceedings involving challenges to ad valorem taxation; (d) counterclaims brought by the Association in proceedings instituted against it; (e) actions brought to enforce the provisions of the Usage Fee Agreement; or (f) other actions brought by the Association in the normal course of its day-to-day business. This Article shall not be amended at any time, regardless of the provisions of Article 13, supra, unless such amendment is approved by the percentage vote, and pursuant to the same procedures, as are necessary to institute legal proceedings as provided above; and also is approved by the Developers.

ELA/630-23/ara-9f/ksl/dgff  
10/24/94