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(Requestor's Name)

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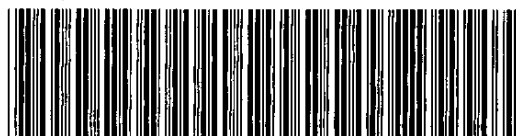
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*Restated*  
*Art*  
*12/15/07 Dr*

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TIMBERWOODS CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, with other persons being de  
forming a corporation not for profit, under the provisions of  
Chapter 617, Florida Statutes, do agree to the following

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**ARTICLE I.**

**NAME**

The name of this corporation is TIMBERWOODS CONDOMINIUM ASSOCIATION, INC.

**ARTICLE II.**

**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), responsible for the operation of Timberwoods Condominiums, Parcels A through J (the "Condominiums"), established pursuant to the Condominium Act on the lands located in Pinellas County, Florida, submitted to the condominium form of ownership by the Declarations of Condominium of the Condominiums (the "Declarations of Condominium"). The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association.

**ARTICLE III.**

**POWERS**

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles, the Bylaws, and the Declarations of Condominium and all of the powers and duties reasonably necessary to operate the Condominiums pursuant to the Declarations as the same may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Condominiums.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the Condominium properties and the Association property.

(d) To purchase insurance upon the Condominium properties and the Association property and insurance for the protection of the Association and its members as unit owners.

(e) To reconstruct the improvements after casualty and to further improve the Condominium properties and the Association property.

(f) To make, enforce and amend reasonable Rules and Regulations governing the use of the units, the common elements, limited common elements, and the operation of the Association.

(g) To approve or disapprove the transfer of ownership, leasing and occupancy of units and mortgage and ownership of units as may be provided by the Declarations of Condominium.

(h) To enforce by legal means the provisions of the Condominium Act, the Declarations of Condominium, these Articles, the Bylaws of the Association and the Rules and Regulations for the use of the Condominium properties and the Association property.

(i) To contract for the management of the Condominiums and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declarations of Condominium to have approval of the Board of Directors or the membership of the Association.

(j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

(k) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominiums.

(l) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof; and of the interest thereon, any mortgage, pledge, conveyance of assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

(m) To enter into agreements, to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. The Association has this power whether or not the lands or facilities are contiguous to the lands of the Condominiums, if the same are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

3. The Association shall not have the power to purchase or acquire a unit of the Condominiums, except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount of its final judgment, or by deed in lieu of foreclosure of liens for such assessments. This provision shall not be changed without unanimous approval of the members.

4. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declarations of Condominium, these Articles and the Bylaws.

#### **ARTICLE IV.**

##### **MEMBERSHIP**

1. The membership of the Association shall consist of all record owners of legal title in one or more of the parcels in the Condominiums, as further provided in the Bylaws and the Declarations of Condominium. After termination of the

Condominiums, the membership of the Association shall consist of those who were members at the time of such termination.

2. The share 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 unit.

3. The owner(s) of each unit shall collectively be entitled to the number of votes in Association matters as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### ARTICLE V.

##### TERM OF EXISTENCE

The term of this corporation shall be perpetual.

#### ARTICLE VI.

##### SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

##### Name and Residence

Thomas M. Gallen  
701 11th Street West  
Bradenton, Florida

Richard S. Olson  
1401 59th Street West  
Bradenton, Florida

James R. Allen  
12680 Deborah Dr., N.  
Huntington Township,  
Pennsylvania 15642

##### Name and Residence

Alan S. Christner  
628 Foxworth Lane  
Holmes Beach, Florida

Bernard E. Loshbough  
666 Owl Way  
Sarasota, Florida

#### ARTICLE VII.

##### OFFICERS

1. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer (or any combination

of two offices except for the office of President) and such other officers as may be provided for in the Bylaws.

2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President-----Richard S. Olson

Vice-President-----James R. Allen

Secretary-Treasurer-----William Balsinger

3. The officers shall be elected at the organizational meeting of the Board of Directors or as provided for in the Bylaws.

#### ARTICLE VIII.

##### BOARD OF DIRECTORS

1. The affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) Directors initially. The number of Directors may be increased or decreased from time to time as provided by the Bylaws but shall never be more than seven (7) or less than three (3) Directors.

2. Each Director shall be a member of the corporation or the spouse of a member. However, two (2) owners of the same unit may not serve as Directors at the same time.

3. Members of the Board of Directors shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

4. The names and addresses of the persons who are to serve as the initial Directors until their successors are elected as hereinafter provided are as follows:

Richard S. Olson  
1401 59th St. West  
Bradenton, Florida

Alan S. Christner  
628 Foxworth Lane  
Holmes Beach, Florida

Thomas M. Gallen  
701 11th St. West  
Bradenton, Florida

Bernard E. Losbough  
606 Owl Way  
Sarasota, Florida

James R. Allen  
12680 Debborah Dr., N.  
Huntington Township,  
Pennsylvania 15642

## **ARTICLE IX.**

### **BYLAWS**

The Bylaws of this corporation may be altered, amended or rescinded in the manner provided therein.

## **ARTICLE X.**

### **AMENDMENTS**

1. These Articles may be amended at any meeting of the membership called for that purpose. The subject matter of a proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

2. A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the Association, acting upon a vote of the majority of the Directors, or by not less than one-third (1/3) of the votes of the entire membership of the Association, whether meeting as members or by instrument in writing signed by them.

3. Members not present to vote in person at the meeting considering the amendment may express their approval or disapproval by limited proxy, provided such proxy is delivered to the Secretary at or prior to the meeting, or if the meeting is adjourned for any reason, at or prior to the reconvened meeting.

4. Except as elsewhere provided, such approval of the proposed amendment must be by not less than sixty-six and two-thirds percent (66 2/3%) of the votes of the entire membership of the Association.

5. A copy of each amendment shall be attached to a certificate, certifying that the amendment was duly adopted as an amendment of the Declarations and these Articles, which certificate shall be executed by the President or Vice-President of the Association with the formalities of a deed. The amendment shall be effective when such certificate and copy of the amendment are filed in the office of the Secretary of State of the State of

Florida and recorded in the Public Records of Pinellas County, Florida.

**ARTICLE XI.**

**INDEMNIFICATION**

1. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(a) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(b) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(c) A transaction from which the Director or officer derived an improper personal benefit.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 4th day of December, 1974, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

/s/ Richard S. Olson  
RICHARD S. OLSON

/s/ Alan S. Christner  
ALAN S. CHRISTNER

/s/ Thomas M. Gallen  
THOMAS M. GALLEN

/s/ Bernard E. Loshbough  
BERNARD E. LOSHBOUGH

/s/ James R. Allen  
JAMES R. ALLEN




**CERTIFICATE OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
TIMBERWOODS CONDOMINIUM ASSOCIATION, INC.**

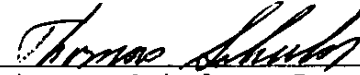
NOTICE IS HEREBY GIVEN that the Articles of Incorporation of TIMBERWOODS CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, as originally filed on December 13, 1974 with the Secretary of State of the State of Florida, are hereby amended and restated in their entirety, by the Board of Administration and the members of the Association, pursuant to the procedures described in said Articles of Incorporation for amendment thereof, at the Special Meeting of the Board of Directors on November 1, 2007 and at the Annual Meeting of the members on November 13, 2007, respectively, as set forth in the Amended and Restated Articles of Incorporation attached hereto.

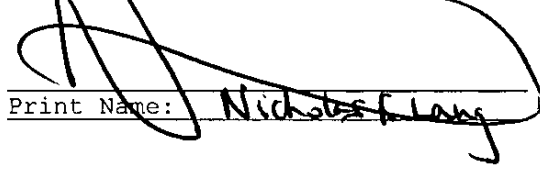
IN WITNESS WHEREOF, TIMBERWOODS CONDOMINIUM ASSOCIATION, INC. has caused this Certificate of Amendment to the Articles of Incorporation to be signed in its name by its President, on this 29th day of November, 2007.

Signed, Sealed and Delivered  
in the Presence of:

TIMBERWOODS CONDOMINIUM  
ASSOCIATION, INC.

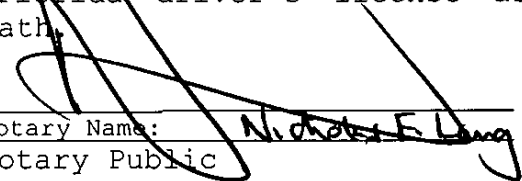
  
Print Name: Shawn Brown

By:   
Thomas Schuler, President  
9755 - 86<sup>th</sup> Avenue North  
Seminole, Florida 33777

  
Print Name: Nicholas F. Lang

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 29th day of November, 2007, by THOMAS SCHULER, as President of TIMBERWOODS CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit. He produced a Florida driver's license as identification and did not take an oath.

  
Notary Name: Nicholas F. Lang  
Notary Public  
My Commission Expires:

