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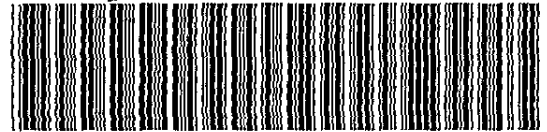
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*Amen
Restate*

ROSS EARLE & BONAN, P.A.

DEBORAH L. ROSS
DAVID B. EARLE
ELIZABETH P. BONAN

ATTORNEYS AT LAW
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November 21, 2005

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

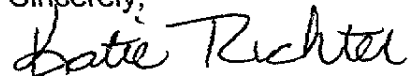
RE: Quail Meadow Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for Quail Meadow Homeowners Association, Inc., along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Katie Richter
Legal Assistant to Elizabeth P. Bonan, Esq.
Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUAIL MEADOW
HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on May 10, 1983.

ARTICLE I

NAME

The name of the corporation shall be QUAIL MEADOW HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the certain Declaration of Covenants and Restrictions for Quail Meadow as amended from time to time (the "Declaration") recorded in the office of the Clerk of the Circuit Court in and for Martin County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III

POWERS

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

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To operate and manage the Association Property and the Common Property in accordance with the purpose and intent contained in the Declaration;
- B. To make and collect Assessments against Members to defray the Common Expenses;
- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace and operate the Association Property and the Common Property and to maintain such other property as provided in the Declaration;
- E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- F. To make and amend By-Laws for the Association and regulations respecting the use of the Property;
- G. To pay all taxes and other assessments which are liens against the Association Property and the Common Property;
- H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations for the use of the Property;
- I. To provide for management and maintenance and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Association Property, the Common Property and such other property maintained by the Association. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association.
- J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including

the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the By-Laws of the Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of five (5) directors. All directors and all officers must be Members of the Association. The directors shall be elected by the Members of the Association at the annual meeting.

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. The officers shall consist of a President, Vice-President, Secretary and Treasurer.

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and Officer of the Association shall be indemnified by the Association as provided in the Declaration.

ARTICLE IX

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges

of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE X
AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded upon approval of at least fifty-one percent (51%) of the votes of the Members. Votes may be cast at a meeting of the Members, voting in person or by proxy or Members may express their approval by written consent. Provided however, that no such amendments shall conflict with the terms of the Declaration; and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the prior written consent of the Institutional Mortgagee so affected. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

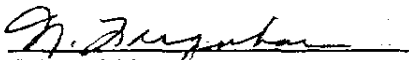
The name of the registered agent shall be Elizabeth P. Bonan, Esq. and the street address of the registered office of the Association shall be 759 South Federal Highway, Suite 212, Stuart, Florida 34994. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

These Amended and Restated Articles of Incorporation for Quail Meadow Homeowners Association, Inc. were approved by two-thirds (2/3) of the Members, which vote was sufficient for approval on JUNE 3, 2005.


IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 6TH day of SEPTEMBER 2005.

WITNESSES:

**QUAIL MEADOW HOMEOWNERS
ASSOCIATION, INC.**


Printed Name: N. FAROUHAR

By: PEB Bonan Peduse
_____, President


Printed Name: Anthony I. MARTIN

N. Farquhar
Printed Name: N. FARQUHAR

By: Lorrie Petty
_____, Secretary

Anthony D. Martin
Printed Name: Anthony D. MARTIN

**CORPORATE
SEAL**

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on 9/6, 2005, by REBOCHMAN-PEDERSEN as President of Quail Meadow Homeowners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of identification: _____].

Notarial Seal



JOSEPH J. JAKAB, JR.
MY COMMISSION # DD 342549
EXPIRES: August 29, 2008
Bonded Thru Budget Notary Services

Joseph J. Jakab Jr.
Notary Public
Printed Name: JOSEPH J. JAKAB JR
Commission Expires: 8/29/08

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on 9/6, 2005 by LORRIE PETTY, as Secretary of Quail Meadow Homeowners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of identification: _____].

Notarial Seal



JOSEPH J. JAKAB, JR.
MY COMMISSION # DD 342549
EXPIRES: August 29, 2008
Bonded Thru Budget Notary Services

Joseph J. Jakab Jr.
Notary Public
Printed Name: JOSEPH J. JAKAB JR
Commission Expires: 8/29/08

JOINDER OF MASTER ASSOCIATION

MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, hereby joins in this Amended and Restated Articles of Incorporation for Quail Meadow Homeowners Association, Inc. for the sole purpose of agreeing to perform its obligations contained herein.

WITNESSES:

MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC.

Valerie Karpinski
Printed Name #1: VALERIE KARPINSKI By: Dennis Robert Its President

Elizabeth P. Bonan
Printed Name #2: ELIZABETH P. BONAN
Valerie Karpinski
Printed Name #1: VALERIE KARPINSKI By: Robert Graves Its Secretary

Elizabeth P. Bonan
Printed Name #2: ELIZABETH P. BONAN

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on November 14, 2005, by Dennis Robert as President of Martin Downs Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



Elizabeth P. Bonan
Notary Public

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on November 14, 2005, by Robert Graves, as Secretary of Martin Downs Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



Elizabeth P. Bonan
Notary Public