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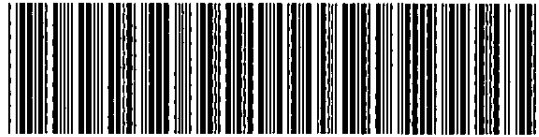
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*Amended &  
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TALLAHASSEE, FLORIDA

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11/7/08*

**LITCHFORD & CHRISTOPHER**

PROFESSIONAL ASSOCIATION

*Attorneys and Counselors at Law*

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November 3, 2008

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Island Club West Development, Inc. v. Island Club West Homeowner's Association, Inc.  
Case No.: 2005-CA-003005-0000-00

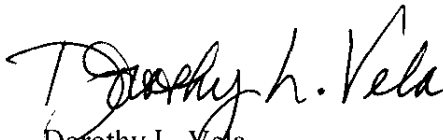
Dear Clerk:

I am enclosing for filing the original executed Amended and Restated Articles of Incorporation of Island Club West Homeowner's Association, Inc.

Also, enclosed please find this firm's check in the amount of \$43.75 for your filing fees and a certified copy of the aforementioned Amended and Restated Articles of Incorporation.

Please return the certified documents back to me in the enclosed, self-addressed envelope. Thank you for your assistance in this matter. Should you have any questions, please call.

Very truly yours,

  
Dorothy L. Vela  
Assistant to Alan B. Taylor

ABT:dlv

Enclosures

cc: Island Club West Homeowner's Association, Inc.

**AMENDED & RESTATED ARTICLES OF INCORPORATION  
OF**

**ISLAND CLUB WEST HOMEOWNER'S ASSOCIATION, INC.**

A Florida corporation not-for-profit

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes and Chapter 720, Florida Statutes, the undersigned directors of the Corporation, and being of full age, have this day voluntarily amended and restated the Articles of Incorporation of this corporation not-for-profit and do hereby certify:

**ARTICLE I  
NAME**

The name of the corporation is ISLAND CLUB WEST HOMEOWNER'S ASSOCIATION, INC., a corporation not for profit, and is hereinafter called the "ASSOCIATION." The principal address is: 14344 Mandolin Drive, Orlando, Florida 32837.

**ARTICLE II  
PURPOSE AND POWERS OF THE ASSOCIATION**

A. The Association is organized as a corporation not for profit under the provisions of said Chapters 617 and 720, Florida Statutes, and is a Homeowner's Association, as referred to and authorized by Section 720, Florida Statutes. The purpose for which the Association is organized is to provide an entity responsible for the operation of a community in Polk County, Florida, hereinafter called the "Community," known as Island Club West - Phase I and Phase II, less and except Tract "L" of Island Club West, Phase II, which tract is not deemed to be a part of the "Community," and to transact any or all lawful business. This Association may also operate other communities, contiguous to Island Club West and, if so, "Community" as used herein, shall mean all such communities so governed by this Association.

B. The Association shall have all of the following powers:

1. All the powers set forth and described in Chapters 617 and 720, Florida Statutes, as amended, from time to time.
2. Make and collect assessment against members and borrow money to defray the costs, expenses and losses of the Community and other matters declared as common expenses by the Deed Restrictions and Covenants to be common expenses of the Community.
3. Use the proceeds of assessments in the exercise of its powers and duties.
4. Maintain, repair, replace and operate the Community Property.

5. Purchase insurance upon the Community Property and insurance for the protection of the Association, as well as liability insurance for the protection of Officers and Directors of the Association.

6. Reconstruct improvements after casualty and/or further improve the Community Property.

7. Make, modify, amend and rescind reasonable rules and regulations respecting the use of the Community Property, herein called the "Rules and Regulations".

8. Enforce by legal, equitable and administrative means the provisions of the Deed Restrictions and Covenants, these Articles, the By-Laws and the Rules and Regulations, as amended.

9. Contract for the management and maintenance of the Community Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of Rules and Regulations and the maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association, its Directors and its officers shall, however, retain at all times the powers and duties, including, but not limited to, the making of assessments, promulgation of Rules and Regulations and the execution of contracts on behalf of the Association.

10. Employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

11. Pay taxes and assessments which are liens against any part of the common areas of the Community and the appurtenances thereto, and to assess the same against the homes and the appurtenances thereto, as common expenses.

12. Pay the cost of all utility services rendered to the Community and not billed individually to Owners of individual homes.

13. Purchase one (1) or more homes in the Community and to hold, lease, mortgage and convey such homes.

14. All Powers necessary for the purpose for which the Association is organized.

### **ARTICLE III**

#### **MEMBERSHIP AND VOTING RIGHTS**

The general members of the Association shall constitute all the record Owners of the lots or living units of the Community. The voting members of the Association shall consist of: One (1) Owner of each lot or living unit, who shall be designated as provided in the By-Laws of the

Association. After receiving the approval of the Corporation, as required under the Declaration, change of membership in this Association shall be established by recording in the public records of Polk County, Florida, a deed or other instrument establishing record title to a lot or living unit by delivering to the Association a certified copy of such instrument. Immediately upon such recordation and delivery, the Owner designated by such Association and all membership of the prior Owner of such lot or living unit shall be thereby terminated.

#### **ARTICLE IV** **DURATION**

The existence of the Association shall be perpetual unless terminated by act of law and, in the event of such termination, the Association shall be dissolved in accordance with law.

#### **ARTICLE V** **SUBSCRIBER**

The name and residence of the Subscribers of these Articles of Incorporation is:

Director & President:	Kyle Sober 6126 Pheasant Ridge Drive Fowlerville, Michigan 48836
Director & Vice-President:	Luke Braa 14129 Oasis Cove Boulevard Windermere, Florida 34786
Director & Secretary-Treasurer:	Naeem Saroya 800 Cliff Drive #108 Ypsilanti, Michigan 48198

#### **ARTICLE VI** **OFFICERS**

The affairs of the Association are to be administered under the direction of the Board of Directors by a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may, from time to time, deem necessary. Such officers shall be elected annually at the annual meeting of the members of the Association as provided in the By-laws. The names of the persons who are to serve as the initial officers until their succession at the first annual meeting of members are as follows:

President:	Kyle Sober
Vice-President:	Luke Braa
Secretary:	Naeem Saroya
Treasurer:	Naeem Saroya

**ARTICLE VIII**  
**DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors, the members of which must be members of the Association, except as appointed by the Developer pursuant to the By-Laws. Beginning with the election of Directors at the Year 2009 Meeting of the Meeting of the Members, the Board of Directors of the Association shall consist of five (5) members. The names and addresses of the persons who are currently serving as the Directors of the Association until the next election of their successors as provided for in the By-Laws are as follows:

Kyle Sober  
6126 Pheasant Ridge Drive  
Fowlerville, Michigan 48836

Luke Braa  
14129 Oasis Cove Boulevard  
Windermere, Florida 34786

Naeem Saroya  
800 Cliff Drive #108  
Ypsilanti, Michigan 48198

**ARTICLE X**  
**ACTION WITHOUT A MEETING**

Any action which may be taken at a meeting of the members of the Association may be taken without a meeting if a consent in writing is signed by the members that would be required to vote at a meeting to adopt such action and is filed in the minutes of the Association. Notice requirements applicable to meetings shall not apply to action taken without a meeting.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES**

- A. These Articles of Incorporation may be amended, from time to time, as follows:
1. By resolution approved by not less than a majority vote of the Board of Directors; or
  2. The Association's membership by not less than a majority of the votes of the voting members duly qualified to vote at any meeting of the membership in which a quorum is present.

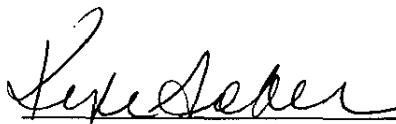
**ARTICLE XII**  
**INDEMNIFICATION**

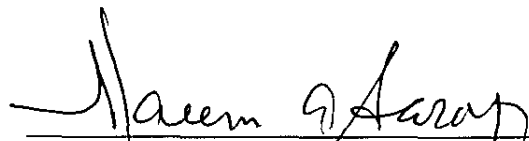
This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this Corporation.

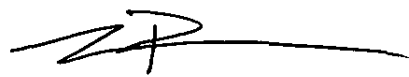
**ARTICLE XIII**  
**ADOPTION OF AMENDMENT PURSUANT TO COURT ORDER**

These Amended and Restated Articles of Incorporation is adopted pursuant to Court Order issued on this 14<sup>th</sup> day of October, 2008, in a case styled as: Island Club West Development, Inc. v. Island Club West Homeowner's Association, Inc., et al., Case No. 2005-CA-003005-0000-00, in the Circuit Court of the Tenth Judicial Circuit, Polk County, Florida.

IN WITNESS WHEREOF, the undersigned do hereby make and file these Amended and Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set our hands and seal this 20 day of October, 2008.

  
\_\_\_\_\_  
Kyle Sober, President & Board Member

  
\_\_\_\_\_  
Naeem Saroya, Secretary-Treasurer &  
Board Member

  
\_\_\_\_\_  
Luke Braa, Vice-President & Board Member