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**SECOND
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALADIN ESTATES HOME OWNERS ASSOCIATION, INC.
[Changing Name to THE LAKES OF ST. JOHNS PRESERVE HOME OWNERS
ASSOCIATION, INC.]**

The undersigned hereby executes these Amended and Restated Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617.1007, Florida Statutes.

**PREAMBLE:
CERTIFICATE OF ADOPTION**

The following Amended and Restated Articles of Incorporation were unanimously adopted November 30, 2007, by the Board of Directors and the sole member of the Association at a joint meeting.

**ARTICLE I
NAME**

The name of the corporation shall be amended to **THE LAKES OF ST. JOHNS PRESERVE HOME OWNERS ASSOCIATION, INC.**, a not-for-profit Florida corporation (herein the "Association" or "Corporation").

**ARTICLE II
PURPOSE**

The purpose and objective of the Association shall be to administer the operation and management of the Common Property and facilities established within The Lakes of St. Johns Preserve Subdivision and to undertake the performance of the acts and duties incident to the administration and the operation and management of said subdivision and in accordance with the terms, provisions, covenants and restrictions contained in these Articles, the Declaration of Covenants and Restrictions for The Lakes of St. Johns Preserve (the "Covenants") as recorded and amended in the public records of Brevard County, Florida, the Bylaws, and amendments thereto (the "Bylaws") of this Corporation, and to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said property. The Association shall be conducted as a Florida corporation not-for-profit. The terms used in these Articles shall have the same meaning as set forth in the Covenants.

**ARTICLE III
POWERS**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this Corporation is chartered, and all of the powers and privileges which may be

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1. Making and establishing reasonable rules and regulations governing the use of the Common Property in the community as said terms may be defined in the Covenants.
2. Levying and collecting assessments against members of the Association to defray the common expenses of the community as provided in the Covenants and in the Bylaws of this Association which may be hereafter adopted.
3. Maintaining, repairing, replacing, operating and managing the Common Property, including the right to reconstruct improvements after casualty and to make further improvement of the Common Property.
4. Contracting for maintenance of the Common Property of the Association.
5. Enforcing the provisions of the Covenants, these Second Amended and restated Articles of Incorporation and the Bylaws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of the Common Property as the same may be hereafter established.
6. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational and communal facilities, whether or not contiguous to lands of the community, to provide enjoyment, recreation, or other use of benefit to the members of the association, all as may be deemed by the Board of Directors to be in the best interests of the Corporation.
7. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Covenants.
8. The Association shall operate, maintain, and manage the Surface Water or Stormwater Management System(s) in a manner consistent with the St. Johns River Water Management District (herein "District") permit no. 40-009-90800-1 requirements, and applicable District rules and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the Surface Water or Stormwater Management System.
9. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The assessments collected by the Association shall be used, *inter alia*, for the maintenance and repair of the Surface Water Management System including, but not limited to, work within retention areas, drainage structures and drainage easements.

ARTICLE IV
MEMBERS

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

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A. Every owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

B. Membership shall be established by the acquisition of fee title to a Lot in the community or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise and the membership of a party shall be automatically terminated upon being divested of all title in and to a fee ownership interest in any Lot except that nothing herein contained shall be construed as terminating the membership of any party who may own two (2) or more Lots, so long as such person shall retain title to at least one Lot.

C. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Lot. The funds and assets of the Corporation shall belong solely to the Corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Covenants and in the said Bylaws.

D. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant, Atlantic Coast Paladin Estates, LLC, a Florida limited liability company. The rights of the Class B Member shall be as specified in the Covenants. The Class B Membership shall terminate and become converted into Class A Membership in the manner and at the time as described in the Covenants.

ARTICLE V TERM

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. If the Corporation shall be voluntarily dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization having purposes as set forth in Article II hereof.

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ARTICLE VI
LOCATION

The principal office of the Corporation shall be located at 1812 SW 31st Avenue, Pembroke Park, Florida 33009 but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII
DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors. The number of members of the first Board of Directors of the Corporation shall be three (3), except as may be changed from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected as provided by the Bylaws of the Corporation. The Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of this Corporation. Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors. The first election of Directors shall be held within sixty (60) days from the date that the Declarant transfers control of the Corporation to the Lot owners and thereafter, election of Directors shall be held once a year at the annual membership meeting.

The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Jack R. De Howitt, Jr.
1812 SW 31st Avenue
Pembroke Park, Florida 33009

Angela Kelsey
1812 SW 31st Avenue
Pembroke Park, Florida 33009

Charles M. Kelsey III
1812 SW 31st Avenue
Pembroke Park, Florida 33009

ARTICLE VIII
OFFICERS

The Board of Directors shall elect a President, Vice President, Secretary and a Treasurer and as many additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided however, that the office of the President and Vice President shall not be held by

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the same person, nor shall the office of President, Secretary, Treasurer, Assistant Secretary or Assistant Treasurer be held by the same person.

The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Directors may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the community, and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a director of the Corporation.

The names and addresses of the officers who will serve until their successors are designated are as follows:

President: Jack R. De Howitt
1812 SW 31st Avenue
Pembroke Park, Florida 33009

Vice President: Charles M. Kelsey III
1812 SW 31st Avenue
Pembroke Park, Florida 33009

Secretary: Angela Kelsey
1812 SW 31st Avenue
Pembroke Park, Florida 33009

Treasurer: Angela Kelsey
1812 SW 31st Avenue
Pembroke Park, Florida 33009

ARTICLE IX
INCORPORATOR

The name and address of the initial incorporator is as follows: Joseph Paladin, 730 Commerce Center Drive, Suite C, Sebastian, FL 32958.

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ARTICLE X
BYLAWS

The original Bylaws of the Corporation shall be adopted by the Board of Directors and thereafter, such Bylaws may be altered or rescinded by the Board of Directors only in such manner as said Bylaws may provide.

ARTICLE XI
INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that, in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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 XII
AMENDMENTS

Any amendment or amendments to these Articles of Incorporation or to the Covenants may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of votes, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a special meeting of the members of the Corporation for a date not sooner than thirty (30) days nor later than sixty (60) days from the receipt of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than fifty percent (50%) of the votes in the community in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in

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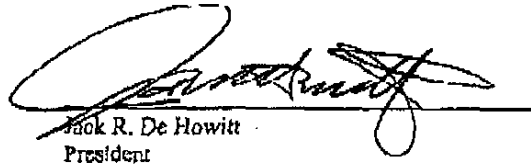
such form as may be necessary to register the same in the Office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Brevard County, Florida within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented there at by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

Notwithstanding the foregoing provisions of this Article XII, no amendment or amendments to these Articles which shall abridge, amend or alter the rights of the Declarant, Atlantic Coast Paladin Estates, LLC, a Florida limited liability company, to designate and select members of the Board of Directors of the Corporation as provided in the Covenants, may be adopted or become effective without the written consent of Atlantic Coast Paladin Estates, LLC prior to the time that Class B Membership shall terminate.

ARTICLE XIII
REGISTERED AGENT

The registered agent of the Association shall be Howard Allen Cohen and the registered office of the Association shall be One Financial Plaza, Suite 1400, 100 S.E. Third Avenue, Fort Lauderdale, Florida 33394-0030.

The foregoing was unanimously adopted by the directors of the Association and the sole member of the Association on this 20 day of November, 2007.


Jack R. De Howitt
President

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CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **THE LAKES OF ST. JOHNS PRESERVE**, a corporation not-for-profit, desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, at Pembroke Park, County of Broward, State of Florida, has named Howard Allen. Cohen with offices at One Financial Plaza, Suite 1400, 100 SE 3rd Avenue, Ft. Lauderdale, Florida 33394-0030, as its agent to accept service of process for the above-stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Howard Allen. Cohen – Registered Agent

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