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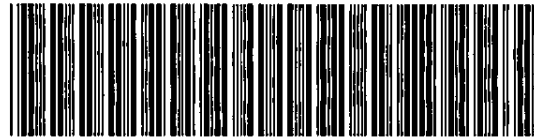
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS
May 2 2014
EXAMINER

APPROVED
AND
FILED

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ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO 1000006259

The undersigned, being the presidents of HARBOR RIDGE OF PALM HARBOR HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Surviving Corporation"), and HARBOR RIDGE OF PALM HARBOR, PHASE II HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Dissolving Corporation"), hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

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ARTICLE I
Plan of Merger

The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger. A copy of the Plan of Merger is attached hereto as Exhibit "A".

ARTICLE II
Amended and Restated Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation are being amended and restated in their entirety. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "B".

ARTICLE III
Amended and Restated Bylaws

The Bylaws of the Surviving Corporation are being amended and restated in their entirety. The Amended and Restated Bylaws are attached hereto as Exhibit "C".

ARTICLE IV
Approval

The Plan of Merger was adopted in accordance with Chapter 617, Florida Statutes. The Surviving Corporation approved the Plan of Merger at a meeting of its members held on 12-2-13. The Dissolving Corporation approved the Plan of Merger at a meeting of its members held on 12-9-13. The number of votes cast in favor of the merger was sufficient for approval under the terms of the Articles of Incorporation of the Corporations and applicable law.

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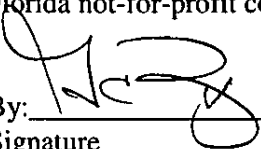
ARTICLE V
Effective Date

This merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 16 day of DEC., 2013.

HARBOR RIDGE OF PALM HARBOR
HOMEOWNERS ASSOCIATION, INC., a
Florida not-for-profit corporation

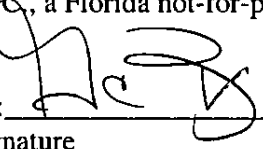
By:
Signature

 PRESIDENT

GEORGE C. ZUTES, PRES
(name, typed or printed)
President

HARBOR RIDGE OF PALM HARBOR,
PHASE II HOMEOWNERS ASSOCIATION,
INC., a Florida not-for-profit corporation

By:
Signature

 PRESIDENT

GEORGE C. ZUTES, PRES
(name, typed or printed)
President

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger is by and between HARBOR RIDGE OF PALM HARBOR HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, which is the surviving corporation and hereinafter referred to as the "Surviving Corporation," and HARBOR RIDGE OF PALM HARBOR, PHASE II HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, which is the dissolving corporation and hereinafter referred to as the "Dissolving Corporation." The Surviving Corporation and the Dissolving Corporation are collectively referred to as the "Constituent Corporations."

1. Constituent Corporations. The Constituent Corporations are Florida not-for-profit corporations, organized on a nonstock basis, and are in good standing.
2. Merger. Pursuant to Section 617.1107, Florida Statutes, the Dissolving Corporation shall be merged into the Surviving Corporation (the "Merger").
3. Property. Heretofore a 84-unit residential complex, including two separate homeowners associations, was formed by the recording of two separate Declarations of Covenants, Conditions and Restrictions, as follows:
 - a. Declaration of Covenants, Conditions and Restrictions of Harbor Ridge of Palm Harbor Homeowners Association, recorded May 8, 2009, at Official Records Book 16579, Pages 355 et seq., Public Records of Pinellas County, Florida; and
 - b. Declaration of Covenants, Conditions and Restrictions of Harbor Ridge of Palm Harbor, Phase II Homeowners Association, Inc., recorded 3-4-14, at Official Records Book 18327, Pages 495 et seq., Public Records of Pinellas County, Florida.
4. Surviving Corporation. The Surviving Corporation shall become the homeowners association that operates the above-referenced residential complex.
5. Principal Office. The principal office of the Surviving Corporation, shall remain at the following address: 11015 N. Dale Mabry Hwy., Suite A, Tampa, Florida 33618.
6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger of the Surviving Corporation as Exhibit "B".
7. Bylaws. The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws attached to the Articles of Merger of the Surviving Corporation as Exhibit "C".
8. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until successors have been duly elected or appointed and qualified.
9. Ratification by Members. This Plan of Merger has been ratified and approved by the members of each of the Constituent Corporations as required by law. Execution of the



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TALLAHASSEE, FLORIDA

Articles of Merger and this Plan of Merger by officers of each Constituent Corporation shall constitute a representation and certification that such ratification and approval has been obtained.

10. Effective Date of Merger. This merger shall become effective when the Articles of Merger are filed with the Florida Department of State.
11. Effect of Merger. When the Merger becomes effective, the separate existence of the Dissolving Corporation shall cease, except as may be required for carrying out the purposes of this Plan of Merger or by statute, and the Surviving Corporation, without further action, shall possess all of its rights and privileges immediately preceding the Merger. All of the rights, privileges, powers, franchises, assets, causes of action, and interests of any kind whatsoever of the Dissolving Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation and shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens on property of the Constituent Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the Dissolving Corporation shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties initially had been incurred or contracted by the Surviving Corporation.
12. Execution. The Articles of Merger and this Plan of Merger may be executed in two counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger on the
6 day of DEC., 2013.

HARBOR RIDGE OF PALM HARBOR,
HOMEOWNERS ASSOCIATION, INC., a
Florida not-for-profit corporation

By: [Signature] PRESIDENT
Signature

GEORGE C. ZUTES, PRES.
(name, typed or printed)
President

HARBOR RIDGE OF PALM HARBOR,
PHASE II HOMEOWNERS ASSOCIATION,
INC., a Florida not-for-profit corporation

By: [Signature] PRESIDENT
Signature

GEORGE C. ZUTES, PRES
(name, typed or printed)
President

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HARBOR RIDGE OF PALM HARBOR HOMEOWNERS ASSOCIATION, INC.**

The undersigned officers of Harbor Ridge of Palm Harbor Homeowners Association, Inc., the corporation in charge of the operation and control of Harbor Ridge of Palm Harbor Homeowners Association, Inc., according to the Declaration of Covenants, Conditions and Restrictions thereof, as recorded in Official Records Book 16579, Page 355 et seq., of the Public Records of Pinellas County, Florida, hereby certify that the following attached Amended and Restated Articles of Incorporation was proposed and approved by majority vote of the Board of Directors at a board meeting held on 12-2-13, and approved by vote of not less than two-thirds of the entire membership at the membership meeting held on 12-2-13. The undersigned further certify that the amendment was proposed and approved in accordance with the applicable law.

IN WITNESS WHEREOF, Harbor Ridge of Palm Harbor Homeowners Association, Inc. has caused this Certificate to be executed in its name on 12-16, 2013.

Witness

By: Annette J. Noffs
(name, typed or printed)

Harbor Ridge of Palm Harbor Homeowners Association, Inc.

By: [Signature] PRESIDENT
Signature

Witness

Signature: Annette J. Noffs

GEORGE C. ZUTES, PRES.
(name, typed or printed)
President

Witness

By: Kathy Horner
(name, typed or printed)

ATTEST:
By: [Signature]
Signature

Witness

Signature: KATHY HORNER

DAVID C. NORTON, SEC./TRES.
(name, typed or printed)
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to or affirmed and signed before me on 12/16, 2013 by GEORGE C. ZUTES
(president, name of person making statement).

 Personally Known
 Produced Identification
Type of Identification Produced

Kathy Horner
(Signature of Notary Public - State of Florida)

KATHY HORNER
(Print, Type, or Stamp Commissioned Name of Notary Public)



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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
HARBOR RIDGE OF PALM HARBOR HOMEOWNERS ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, Harbor Ridge of Palm Harbor Homeowners Association, Inc., a Florida not-for-profit corporation, whose original Articles of Incorporation were filed by the Florida Department of State on June 22, 2007, by resolution duly adopted by its board of directors, and as approved by a vote of no less than two-thirds of the membership, and in accordance with applicable law hereby adopts the following Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is Harbor Ridge of Palm Harbor Homeowners Association, Inc., a Florida corporation not for profit, (hereinafter called the 'Association' in these Articles.)

**ARTICLE II
DEFINITIONS**

The definitions set out in the Declaration of Covenants, Conditions and Restrictions of Harbor Ridge of Palm Harbor recorded May 8, 2009 at Official Records Book 16579, Pages 355 et seq., Public Records of Pinellas County, Florida (hereinafter referred to as the "Original Declaration") and the definitions set out in the Declaration of Covenants, Conditions and Restrictions of Harbor Ridge of Palm Harbor, Phase II recorded 3-4-14, at Official Records Book 18327, Pages 495 et seq., Public Records of Pinellas County, Florida (hereinafter referred to as the "Phase II Declaration") are hereby incorporated by reference. To the extent any word used herein has more than one definition assigned to it by the Original Declaration and the Phase II Declaration, both definitions shall be given full effect.

**ARTICLE III
OFFICE AND REGISTERED AGENT**

This Association's principal office and registered office is 325 South Boulevard, Tampa, Florida 33606, Hillsborough County, Florida, and its registered agent is Judith L. James, who maintains a business office at 325 South Boulevard, Tampa, Florida 33606. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE IV
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence Lots (hereinafter the term 'Lot' shall have the meaning set forth in the Original Declaration and Phase II Declaration as applicable and as burdening the subject land) within the certain tract of land as described in the Original Declaration and the certain tract of land as described in the Phase II Declaration.

ARTICLE V
POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in the Original Declaration and the Phase II Declaration as they may be amended from time to time as set forth respectively therein, said Original Declaration and Phase II Declaration being incorporated herein as if set forth in full.

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, grant easements upon and over, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, specifically including the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Original Declaration and the Phase II Declaration respectively; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for services, such as to provide for operation and maintenance of facilities including surface water management system facilities.

(e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(g) Mergers. With the approval of a majority of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Original Declaration and Phase II Declaration respectively as well as these Articles.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Original Declaration or Phase II Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Original Declaration and Phase II Declaration respectively, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

ARTICLE VI MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Original Declaration or the Phase II Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Original Declaration and Phase II Declaration respectively, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VII VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. So long as there is Class B membership, Class A Members shall be all Owners, except the Declarant as defined in the Original Declaration and the Phase II Declaration as

applicable and burdening the subject land (hereinafter "Declarant"); and shall be entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A Members shall be all Owners, including Declarant so long as Declarant is an Owner, and each Owner shall be entitled to one vote for each Lot owned. If more than one (1) person owns an interest in any Lot, all such persons are Members; but there may be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the Owners determine among themselves; but no split vote is permitted.

Class B. The Class B Member shall be the Declarant and as long as there is a Class B voting membership the Declarant shall be entitled to nine (9) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership and any Class B Lots then subject to the terms of this Declaration shall become Class A Lots upon the happening of any of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, including Class B votes for any Property annexed or planned for annexation by Declarant,

(b) on the anniversary date ten years from the date when the first Lot is conveyed to an individual purchaser, or

(c) on a date when the Declarant shall record notice terminating its Class B membership status.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number of three or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name:	David C. Norton
	George Zutes
	Sonia Bermudez

Address: 46 W. Lemon Street
Tarpon Springs, Florida 34689

ARTICLE IX
INCORPORATOR

The name and residence of the incorporator is:

NAME: Judith L. James
ADDRESS: 325 South Boulevard
Tampa, Florida 33606

ARTICLE X
DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

ARTICLE XI
DURATION

This Association exists perpetually.

ARTICLE XII
BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of a majority of each class of members, except as to those provisions for Amendment to the By-Laws which are provided in the Original Declaration and the Phase II Declaration respectively in which case those provisions shall control such Amendments.

ARTICLE XIII
AMENDMENTS

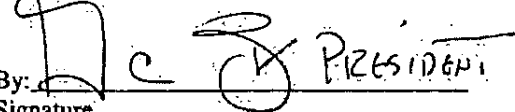
Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two thirds (2/3) of the entire membership, except as to those provisions for Amendment which are provided in the Original Declaration and the Phase II Declaration respectively in which case those provisions shall control such Amendments.

ARTICLE XIV
INTERPRETATION


Express reference is made to the Original Declaration and the Phase II Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Original Declaration and the Phase II Declaration respectively have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the respective Declarations and to be interpreted, construed, and applied with those of the Original Declaration and the Phase II Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Amended and Restated Articles of Incorporation on the 16 day of DEC., 2013.

Harbor Ridge of Palm Harbor Homeowners Association, Inc.

By: 
Signature

GEORGE C. ZUTES PRES
(name, typed or printed)
President

By: 
Signature

DAVID C. NORTON, SEC.
(name, typed or printed)
Secretary

**AMENDED AND RESTATED BYLAWS OF
HARBOR RIDGE OF PALM HARBOR HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION.**

The name of the corporation is Harbor Ridge of Palm Harbor Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 46 W. Lemon Street, Tarpon Springs, Florida 34689, or at such other place as is designated by the Board of Directors. Meetings of members and directors may be held at such places within Pinellas County, Florida as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

The definitions set out in the Declaration of Covenants, Conditions and Restrictions of Harbor Ridge of Palm Harbor (hereinafter referred to as the "Original Declaration") and the definitions set out in the Declaration of Covenants, Conditions and Restrictions of Harbor Ridge of Palm Harbor, Phase II (hereinafter referred to as the "Phase II Declaration") are hereby incorporated by reference. To the extent any word used herein has more than one definition assigned to it by the Original Declaration and the Phase II Declaration, both definitions shall be given full effect.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held during the last quarter of the year, as established by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership as set out below.

Section 3. Notice of Membership Meetings. The Association shall give all members actual notice of all membership meetings, which shall be mailed, delivered, or electronically transmitted to the members not less than 14 days prior to the meeting. Evidence of compliance with this 14-day notice shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Association. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Members have the right to attend all membership meetings and to speak at the membership meeting with reference to all items opened for discussion or included on the agenda.

Each member has the right to speak for at least 3 minutes on any item, provided that the member submits a written request to speak prior to the meeting. The association may adopt written reasonable rules governing the frequency, duration and other manner of member statements, which rules must be consistent with Florida law.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of limited or general proxies entitled to cast, one-quarter of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Unless otherwise provided in the Articles of Incorporation or these By-Laws, decisions shall be made by a majority of the voting interests represented at a meeting at which a quorum is present.

Section 5. Proxies. At all meetings of members, each member may vote in person or by limited proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof. A proxy is not valid for a period longer than 90 days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the homeowner who executes it. Limited proxies may also be used for votes taken to amend the Articles of Incorporation or By Laws or for any matter that requires or permits a vote of the homeowners.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by an initial Board of three (3) directors, consisting of David C. Norton, George Zutes, and Judith L. James. Thereafter the Board of Directors shall consist of a least three (3) members.

Section 2. Term of Office. The term of office for all directors is one year. The initial directors of the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association in accordance with the requirements of Chapter 720 of the Florida Statutes. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Original Declaration or the Phase II Declaration, as applicable. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Use of Proxy. For election of members of the Board of Directors, homeowners shall vote in person at a meeting of the homeowners or by a proxy ballot under procedures established by the Board of Directors.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Meetings. Meetings of the Board of Directors shall be on a regular basis at such place and hour as may be fixed from time to time by Resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director. Said notice may be waived prior to such meeting by unanimous consent of the Board. If twenty (20) percent of the total voting interests petition the Board to address an item of business, the Board shall at its next regular Board meeting or at a special meeting of the Board, but not later than sixty (60) days after the receipt of the petition, take the petitioned item up on an agenda. The Board shall give all members notice of the meeting at which the petitioned item shall be addressed in accordance with the 14-day notice requirement. Each member shall have the right to speak for at least three (3) minutes on each matter placed on the agenda by petition, provided that the member signs the sign-up sheet, if one is provided, or

submits a written request to speak prior to the meeting. Other than addressing the petitioned item at the meeting, the Board is not obligated to take any other action requested by the petition.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors; such consent shall be placed in the minute book of the Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 5. Notice to Members.

a. Meetings of the Board of Directors shall be open to all members, and notices of meetings shall be posted in a conspicuous place on the Association property at least 48 hours in advance, except in an emergency.

b. An assessment may not be levied at a board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the members and parcel owners and posted conspicuously on the property not less than 14 days before the meeting. Notice of any meeting in which assessments against parcels are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Association, by and through its Board of Directors, shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area, if any, and facilities, the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the Common Areas of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Original Declaration or the Phase II Declaration, as applicable;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Association, by and through its Board of Directors, to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote, at least ten (10) days prior to the annual meeting or special meeting;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Original Declaration or the Phase II Declaration, as applicable, to:

- (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
- (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same; and
- (4) collect at first closing on the Lot the balance of the assessment owed for the remaining portion of the year.

(d) issue or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. Reasonable charges may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained; enter into contracts on behalf of the Association in accordance with the requirements of Chapter 720 of the Florida Statutes; and

(h) establish, prior to the beginning of the fiscal year and prior to setting the assessments for the coming year, an annual budget for the Association, including maintenance of common areas, and establish reserve accounts for replacement of those parts of the common elements which have a limited useful life span.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officials shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President - The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall sign all checks and promissory notes.

(b) Vice-President – The Vice-President shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary – The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer – The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare or have prepared an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. All checks shall require the signatures of two officers.

ARTICLE IX COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Original Declaration or the Phase II Declaration, as applicable, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

Section 1. The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member. The Original Declaration or the Phase II Declaration, as applicable, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

Section 2. Minutes of all meetings of members and of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and Board Members at reasonable times. Subsequent to transfer of control of the Association to owners, the Association shall retain these minutes for at least 7 years.

Section 3. Subsequent to transfer of control of the Association to owners, the Association shall maintain each of the following items, when applicable, which shall constitute the official records of the Association:

- a. A copy of the plans and permits, for the improvements to the Common Area, but not including the construction drawings of the individual homes and lots.
- b. A copy of the By-Laws of the homeowner's association and of each amendment to the By-Laws.
- c. A certified copy of the Articles of Incorporation of the homeowner's association, or other documents creating the homeowner's association, and of each amendment thereto.
- d. A copy of the current rules of the homeowner's association.
- e. A book or books that contain the minutes of all meetings of the homeowner's association, of the Board of Directors and of members, which minutes shall be retained for a period of not less than 7 years.
- f. A current roster of all members and their mailing addresses, parcel identifications, and, if known telephone numbers.
- g. All current insurance policies of the homeowner's association or a copy thereof.
- h. A current copy of any management a lease, or other contract to which the homeowner's association is a party for under the homeowner's association or the parcel owners have an obligation or responsibility.
- i. Accounting records for the homeowner's association and separate accounting records for each parcel, according to generally accepted accounting principles; and the requirements of Chapter 720 of the Florida Statutes. All accounting records shall be maintained for a period of not less than 7 years. The accounting records shall be open to inspection by members or their authorized representatives at reasonable times. The failure of the homeowner's association to permit inspection of its accounting records by member of their authorized representatives, entitles any person prevailing in an enforcement action to recover reasonable attorneys fees from the person in control of the books and records who, directly or indirectly, knowingly denied access to the books and records for inspection. The accounting records shall include, but are not limited to: 1. Accurate, itemized, and detailed records of all receipts and expenditures.
2. A current account and a periodic statement of the account for each member of the homeowner's association, designating the name of the member, the due date and amount of each assessment, the amount paid upon the account, and the balance due.
3. All audits, reviews, accounting statements, and financial reports of the homeowner's association.
4. All contracts for work to be performed. Bids for work to be performed shall also be considered official records and shall be maintained for a period of 1 year.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Original Declaration or the Phase II Declaration, as applicable, each member is obligated to pay to the Association all assessments as listed therein, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be considered delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest at the highest rate permitted by law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment, provided however, in no event shall this interest rate exceed the maximum allowable by law. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Harbor Ridge of Palm Harbor Homeowners Association, Inc. and within the center the word "Florida".

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Original Declaration or the Phase II Declaration, as applicable, and these By-Laws, the Original Declaration or the Phase II Declaration, as applicable, shall control.

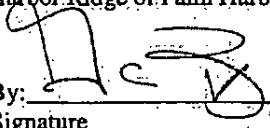
ARTICLE XIV
MISCELLANEOUS

Section 1. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

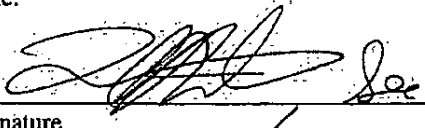
Section 2. All common areas serving any homeowner's association shall be available to members and their invited guests for the use intended for such common areas. The entity or entities responsible for the operation of the common areas may adopt reasonable rules and regulations pertaining to the use of such common areas. No entity or entities shall unreasonably restrict any member's right to peaceably assemble or right to invite public officers or candidates for public office to appear and speak in common areas.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Amended and Restated Bylaws on the 16 day of DEC., 2013.

Harbor Ridge of Palm Harbor Homeowners Association, Inc.

By:  PRESIDENT
Signature

GEORGE C. ZUTES, PRES.
(name, typed or printed)
President

By:  SEC.
Signature

DAVID C. NORTON, SEC.
(name, typed or printed)
Secretary

**CERTIFICATE OF AMENDMENT TO THE BYLAWS OF
HARBOR RIDGE OF PALM HARBOR HOMEOWNERS ASSOCIATION, INC.**

The undersigned officers of Harbor Ridge of Palm Harbor Homeowners Association, Inc., the corporation in charge of the operation and control of Harbor Ridge of Palm Harbor Homeowners Association, Inc., according to the Declaration of Covenants, Conditions and Restrictions thereof as recorded in Official Records Book 16579, Page 355 et seq., of the Public Records of Pinellas County, Florida, hereby certify that the following attached Amended and Restated Bylaws were proposed and approved by majority vote of the Board of Directors at a Board meeting held on 12-2-13, and approved by vote of not less than a majority of the entire membership at the membership meeting held on 12-2-13. The undersigned further certify that the Amended and Restated Bylaws were proposed and approved in accordance with applicable law.

IN WITNESS WHEREOF, Harbor Ridge of Palm Harbor Homeowners Association, Inc. has caused this Certificate to be executed in its name on 12-16, 2013.

Witness

By: Annette J. Noffe
(name, typed or printed)

Witness
Signature: Annette J. Noffe

Witness
By: Kathy Horner
(name, typed or printed)

Witness
Signature: KATHY HORNER

Harbor Ridge of Palm Harbor Homeowners Association, Inc.

By: George C. Zutes PRESIDENT
Signature

GEORGE C. ZUTES, PRES.
(name, typed or printed)
President.

ATTEST: [Signature] Sec.
By: [Signature]
Signature

DAVID C. NORTON, SECRETARY
(name, typed or printed)
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to or affirmed and signed before me on 3-16, 2013 by GEORGE C. ZUTES (president, name of person making statement).

Personally Known
 Produced Identification
Type of Identification Produced

Kathy Horner
(Signature of Notary Public, State of Florida)

KATHY HORNER
(Print, Type, or Stamp Commissioned Name of Notary Public)

