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DIVISION OF CORPORATIONS
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Amend
@ 9/24/08

BOOTH & COOK, P. A.
Attorneys at Law

STEPHEN C. BOOTH
J. HARRIS COOK
COURTNEY I. MCCOY

RIDGEWOOD EXECUTIVE CENTER
7510 RIDGE ROAD
PORT RICHEY, FLORIDA 34668
727/842-9105
FAX 727/848-7601

March 6, 2008

Secretary of State
Division of Corporation
Attn: Amendment Section
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Ashley Glen Property Owners' Association, Inc.

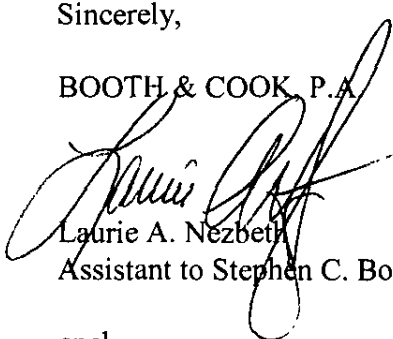
To Whom It May Concern:

In regards to the above referenced, enclosed you will find an original and a copy of the Amended Articles of Incorporation along with a check for the filing fees. Please file the Articles and return the copy "stamped" to my office as soon as possible.

Thank you and if any further information is needed please do not hesitate to call.

Sincerely,

BOOTH & COOK, P.A.



Laurie A. Nezbeth
Assistant to Stephen C. Booth, Esq.

encl.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 17, 2008

BOOTH & COOK, P.A.
% LAURIE A. NEZBETH
7510 RIDGE RD - RIDGEWOOD EXEC. CENTER
PORT RICHEY, FL 34668

SUBJECT: ASHLEY GLEN PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: N08000008483

We have received your document for ASHLEY GLEN PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 208A00050514

*Please
see
attached
Thank you
EJ*

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
08 SEP 23 AM 9:17

AMENDED ARTICLES OF INCORPORATION
OF
ASHLEY GLEN PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned hereby associate to amend the articles of incorporation for the above named not for profit corporation organized under Chapter 617 of the Florida Statutes.

ARTICLE I

The name of this corporation shall be ASHLEY GLEN PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the ("Association"). The mailing address of this corporation shall be 300 State Street East, Suite 222, Oldsmar, FL 34677.

ARTICLE II

The purpose of the Association is to acquire title to and own, and whether owned or not, to operate, maintain and preserve the Common Area, as such term is defined in the Declaration of Covenants, Conditions, Restrictions, Easements and Assessments of Ashley Glen, which will be recorded among the Public Records of Pasco County, Florida, (hereinafter called "Declaration"), in the development located in Pasco County, Florida, known as Ashley Glen. The Association is also formed to perform any other duties assigned to it in the Declaration.

ARTICLE III

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill all such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

1. Maintain, repair, improve and insure the Common Area as defined in the Declaration and other real or personal property which the Association owns or which it has assumed the obligation to maintain, including, without limitation, the surface water management system which includes the lakes, retention areas, culverts and related appurtenances;
2. Make and collect assessments from its Members;
3. Pay all Association expenses;
4. Acquire title to and exercise all rights of Ownership in and to any real or personal property;
5. Own and convey real or personal property:

6. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains;
7. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association.
8. Sue and be sued;
9. Contract for operation and maintenance services.
10. Require all Owners to be members of the Association.
11. Exist in perpetuity, but in the event that the Association is dissolved, the Common Area including the surface water management system shall be conveyed to an appropriate agency of local government, or if not accepted to a nonprofit corporation with similar purposes.
12. Take any other action necessary for the purposes for which the Association is formed.

ARTICLE IV

1. Every record Owner of a fee interest in any lot, as defined in the Declaration, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from ownership of a Parcel.

2. Change of membership in the Association shall be established by the recording, in the Public Records of Pasco County, Florida, of a deed or other instrument establishing a record of title to a lot, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior Owner (but not the obligation to pay previous assessments) shall be terminated as of, the date of recording such deed or other instrument.

3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of this lot.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A Members shall be all Owners, as defined in the Declaration, other than the Developer, as defined in the Declaration, 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 the Developer, as long as the Developer 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 shall be Members, but there shall 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 shall be permitted.

(b) Class B. The Class B Member shall be the Developer and as long as there is a Class B voting membership the Developer 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 the Declaration shall become Class A Lots upon the happening of any of the following events, whichever occurs earlier:

(i) When the total outstanding Class "A" votes equals 90% of the total number of lots planned for all Phases of Ashley Glen, or

(ii) January 1, 2019 or

(iii) When the Developer waives in writing its right to Class B membership.

ARTICLE V

1. The affairs of the Association shall be initially managed by a Board of three (3) Directors, whose names and address are:

Name: Douglas J. Weiland
Address: 300 State Street East, Suite 222, Oldsmar, FL 34677

Name: Thomas Sunderman
Address: 300 State Street East, Suite 222, Oldsmar, FL 34677

Name: Steve Rogers
Address: 300 State Street East, Suite 222, Oldsmar, FL 34677

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association, but there shall not be less than three.

ARTICLE VI

The officers of the Association shall be President, Vice President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

President:	Douglas J. Weiland
Vice President:	Thomas Sunderman
Secretary:	Steve Rogers
Treasurer:	Steve Rogers

ARTICLE VII

The By-Laws of the Association may be adopted and amended by the Board of Directors.

ARTICLE VIII

These Articles may be amended in the manner set forth in Chapter 617, Florida Statutes, provided, however, that any amendment to these Articles shall require the assent of written consent of two-thirds (2/3) of the Lot Owners at any regular or special meeting of the membership duly caused and convened. No such amendment may diminish any rights of the Class B Member, however, unless joined in by such Class B Member.

ARTICLE IX

The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the Members and all mortgagees.

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association (including without limitation the surface water management system portions of the Common Area) shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that approval of such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the individual benefit of any Member or other private individual. The Article is subject to the provisions of Section 617.05 Florida Statutes.

ARTICLE X

The name and address of the initial subscriber is as follows:

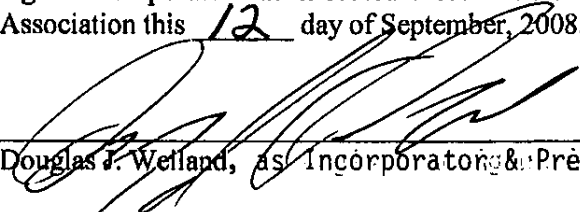
Douglas J. Weiland
300 State Street East, Suite 222
Oldsmar, FL 34677

ARTICLE XI

The Resident Agent of the Association, for purposes of accepting service of process shall be Douglas J. Weiland whose address within the State of Florida is 300 State Street East, Suite 222, Oldsmar, FL 34677.

~~This Amendment was adopted by the members and the number of votes cast for this Amendment was sufficient for approval. The date of adoption of this Amendment is 9/12/08.~~

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming the Association this 12 day of September, 2008.



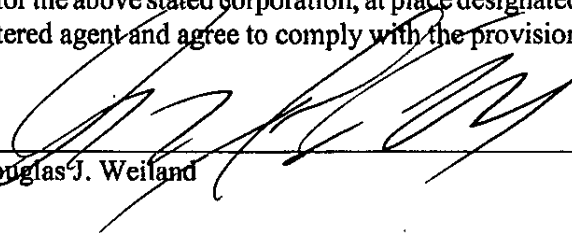
Douglas J. Weiland, as Incorporator & President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

ASHLEY GLEN PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 300 State Street East, Suite 222, Oldsmar, FL 34677, has named Douglas J. Weiland, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act as registered agent and agree to comply with the provision of said Act.



Douglas J. Weiland