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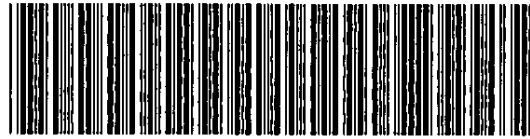
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Amended & Restated

MAY 24 2013

T. BROWN

ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW
ROYAL PALM FINANCIAL CENTER
SUITE 101
789 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994

DEBORAH L. ROSS
DAVID B. EARLE†
ELIZABETH P. BONAN
JACOB E. ENSOR

†CERTIFIED CIRCUIT CIVIL MEDIATOR

JOHN P. CARRIGAN
KATHERINE E. WOODS

OF COUNSEL
THOMAS K. GALLAGHER
W. MARTIN BONAN, LLC

May 20, 2013

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

RE: Gator Trace Master Property Owners Association, Inc.

Dear Sir or Madam:

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

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

Sincerely,



Elizabeth P. Bonan, Esq.
EPB/kmr
enclosures

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GATOR TRACE MASTER PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on August 13, 1985 and recorded in the public records of St. Lucie County, Florida at OR Book 519, Page 569, et. seq.

Article I:

The name of this corporation shall be: GATOR TRACE MASTER PROPERTY OWNERS ASSOCIATION, INC.

Article II:

The purpose for which the corporation is organized shall be as follows:

a.) The corporation shall be the association for the purpose of overseeing and managing as a master association or referred to as an umbrella association for certain sub-associations in the Gator Trace Development, which development includes Gator Trace Subdivision and Gator Trace Golf and Country Club and Gator Trace Condominium Associations, all of which sub-associations are utilized for different phases of management on behalf of unit owners in the overall Gator Trace Development.

b.) This corporation shall derive its membership from the above sub-associations pursuant to by-laws relative to construction, development, use, maintenance and management of association real property.

c.) The Master Association herein formed shall be granted the right and duty to operate, manage and enforce all land use regulations, restrictions, and covenants and to perform maintenance and management to areas common to all the various sub-associations within the Gator Trace Development, including but not limited to the operation, managing, maintenance of all streets, utilities, drainage easements and recreational properties under common control or for the common use and benefit of the various sub-associations managing different phases and/or units of the Gator Trace Development located in St. Lucie County and in the limits of Fort Pierce, Florida.

Article III: DURATION

The duration of the corporation shall be perpetual.

Article IV:

The street address of the registered office and the name of the registered corporate agent at such office address shall be as designated by the Board of Directors from time to time.

Article V: DIRECTORS

The affairs of the Master Association shall be managed by a Board of Directors who shall be appointed as provided in the Master Declaration of Covenants, Conditions and Restrictions for Gator Trace. No person is allowed to be appointed by more than one (1) Sub-Association or owner to serve on the Board of Directors. Directors must be either Owners; officers of a corporate Owner; partners of a partnership Owner; or a member of a limited liability company Owner. No Director shall continue to serve on the Board after he ceases to be an Owner, officer, partner, or member as the case may be. Any Director appointed by a Sub-Association must be a member of that Sub-Association.

Article VI: MEMBERSHIP

The qualification of members, the manner of their admission and voting by membership is as follows:

1. The corporation shall be organized without capital stock. The corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the corporation shall be distributed to its members, directors or officers, provided, however, that corporation may pay reasonable compensation for reasonable services rendered as elsewhere herein provided.

2. Membership in this corporation shall be as provided in the Master Declaration of Covenants, Conditions and Restrictions of Gator Trace.

3. Voting by members of the corporation shall be exercised in accordance with the provisions of by-laws adopted by the corporation.

4. The interest of any member and any part of the real property or in the funds and assets of the corporation cannot be conveyed, assigned, hypothecated, mortgaged or transferred in any manner.

ARTICLE VII: ASSESSMENTS & REFUNDS

The corporation shall have the power to assess all members for reasonable and necessary maintenance under the common use, benefit, control and/or possession for

necessary maintenance surrounding the operation of the Gator Trace Master Property Owners Association and the maintenance of all streets, easements, utilities, recreation areas and any and all other amenities pertinent to real property ownership and/or unit ownership in said overall development. All such assessments paid by owners in Gator Trace Development for the maintenance and operation of the development, and amenities shall be collected by the corporation and utilized by the corporation to pay the cost of maintenance, upkeep, operation and enforcement of the development, its improvements and amenities. The corporation shall have no interest in any funds received through assessments from the owners of units within the development or otherwise except to the extent necessary to carry out the powers vested in it as an agent for all members. The corporation shall make no distribution of income to the members, directors or officers, except as salaries for services rendered and reimbursement of expenses as provided for herein and in the by-laws of the corporation. The corporation shall be conducted as a not for profit corporation.

All common surplus shall be held for the use and benefit of the corporation members in proportion to the percentage of their ownership. Upon termination of the corporation and/or its purposes and dissolution and final liquidation of the corporation, the distribution to the members of the corporation of the common surplus in proportion to their percentage of ownership shall not constitute or be deemed a dividend or distribution of any income.

ARTICLE VIII: INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or in which he may become involved by reason of being or having been a director or officer of the corporation or in any settlement, whether or not he be director or officer at the time such expenses are incurred, unless the liability of the director in question or officer is adjudged by decision of court, to result in the willful misfeasance or malfeasance of such officer or director in the performance of his or her duties, provided, however, that in the event of a settlement, that the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation.

ARTICLE IX:

These Articles of Incorporation may be amended from time to time by approval of not less than two-thirds (2/3) of the total voting interests of the Association.

These Amended and Restated Articles of Incorporation for Gator Trace Master Property Owners Association, Inc. were approved by a majority of the Board of Directors of each sub-association served by this Master Association, which vote was sufficient for approval. A Member vote is not required.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 15th day of May 2013.

WITNESSES AS TO PRESIDENT:

GATOR TRACE MASTER PROPERTY OWNERS ASSOCIATION, INC.

Brenda S. Rogers
Printed Name: Brenda S. Rogers

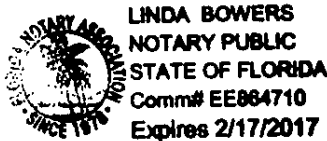
By: Kenneth P. Okon, President

Joan A. Colburn
Printed Name: JOAN A. COLBURN

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me on May 15, 2013, by Kenneth Okon, as President of Gator Trace Master Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



Linda Bowers
Notary Public

WITNESSES AS TO SECRETARY:

GATOR TRACE MASTER PROPERTY OWNERS ASSOCIATION, INC.

Ellison Hermann
Printed Name: ELLISON HERMANN

By: Cynthia C. Webb
CYNTHIA C. WEBB Secretary

Katherine M. Murphy
Printed Name: Katherine Murphy

STATE OF Illinois
COUNTY OF Kane

CORPORATE SEAL



The foregoing instrument was acknowledged before me on May 13, 2013, by Cynthia C. Webb, as Secretary of Gator Trace Master Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: Florida Diver's License].

Notarial Seal

Lindsay Lewis
Notary Public

