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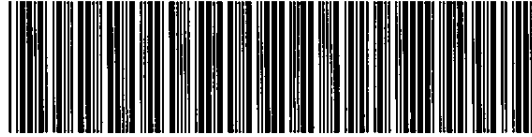
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS

MAR 11 2014

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Horatio South Townhomes Association, Inc.

DOCUMENT NUMBER: N13000006082

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Brooks, Esq.

(Name of Contact Person)

Petitt Worrell Craine Wolfe, LLC

(Firm/ Company)

One Urban Centre / 4830 W. Kennedy Blvd. / Suite 475

(Address)

Tampa, FL 33609

(City/ State and Zip Code)

michael@petittworrell.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Brooks

(Name of Contact Person)

at (813) 443-5345

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

APPROVED
AND
FILED

14 MAR 10 AM 10:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

HORATIO SOUTH TOWNHOMES ASSOCIATION, INC.

113000006082

HORATIO SOUTH TOWNHOMES ASSOCIATION, INC., acting by and through its Board of Directors, does hereby certify as of the date set forth below:

The original Articles of Incorporation were filed on July 3, 2013 with the Florida Secretary of State; and

By execution of this AMENDED AND RESTATED ARTICLES OF INCORPORATION, the Directors hereby amend and restate the Articles of Incorporation by unanimous consent; and

The Amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.1007(4), Florida Statutes and shall supersede the original Articles of Incorporation and all amendments thereto and

NOW, THEREFORE, it is resolved, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation shall be **HORATIO SOUTH TOWNHOMES ASSOCIATION, INC.**, a Florida not-for-profit corporation ("Association"). The initial principal office and mailing address of the Association is: 5680 West Cypress Street, Suite A, Tampa, Florida 33607.

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The Association's initial registered office is 4830 West Kennedy Boulevard, Suite 475, Tampa, Florida 33609. The Association's initial registered agent is Michael Brooks, Esq. who maintains a business address at: 4830 West Kennedy Boulevard, Suite 475, Tampa, Florida 33609. This Association shall have the right to change both the registered office and registered agent from time to time by action of the Board of Directors and as provided by law.

ARTICLE III 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 common areas and residential lots within that certain tract of property known as HORATIO SOUTH TOWNHOMES in the City of Tampa, Florida, which is more particularly described as:

HORATIO SOUTH TOWNHOMES, according to the plat thereof recorded in Plat Book 121 Pages 65 and 66, of the Public Records of Hillsborough County, Florida, together with all subsequent re-plats, amendments, and additions thereto (the "Property").

Notwithstanding any other provision in these Articles, all activities of the Association shall be carried on and all of the funds of the Association, whether income or principal and whether acquired by assessment from members, gift, contribution or otherwise, shall be used and applied exclusively for the purposes set forth in this Article III and in the Declaration (hereafter defined) and no part of the principle, income, or net earnings of the Association will in an event inure to the personal benefit of any member, officer, director or trustee of the Association (except to the extent permitted by applicable law, and in no other event). Reasonable compensation and reimbursement of out-of-pocket costs may be paid for services actually rendered to or for the Association incurred in furtherance of the objects and purposes of the Association.

ARTICLE IV POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties of the Association set forth in that certain DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS for HORATIO SOUTH TOWNHOMES ("Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided, said 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, 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;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; 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;

(e) Borrowing. Borrow money and, with the approval of three-fourths (3/4) of the 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 (3/4) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility;

(g) Mergers. With the approval of three-fourths (3/4) 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 rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Areas (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and 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 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 this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued;

(l) Surface Water Management. Operate and maintain the surface water or storm water management system(s) and facilities within or serving the Property in a manner consistent with applicable Southwest Florida Water Management District permits and regulations; and

(m) Other. Engage in all lawful acts permitted or authorized by law.

ARTICLE V MEMBERSHIP

Every person or entity 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 Declaration is a mandatory member of this Association, including contract sellers, but excluding all other persons or entity 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 a Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot.

**ARTICLE VI
VOTING RIGHTS**

There shall be two (2) classes of members: Class A and Class B, as further described in the By-Laws. The voting and other rights of the members are as set forth in the By-Laws.

**ARTICLE VII
BOARD OF DIRECTORS**

During the Class B Control Period (as defined in the By-Laws) this Association's affairs shall be managed by a Board of Directors initially composed of three (3) Directors appointed by the Declarant (as defined in the Declaration). Directors appointed by the Declarant need not be Association members. After termination of the Class B Control Period, the Board of Directors shall be composed of at least three (3) Directors elected by members of the Association in accordance with the By-Laws of the Association. Other provisions pertaining to the election of Directors, authority of the Directors, meetings, and quorum requirements are contained in the By-Laws of the Association.

The initial Board of Directors consists of the following persons:

BRIAN K. LAMB	c/o CCP 3224 HORATIO LLC 5680 West Cypress Street, Suite A Tampa, FL 33607
BILL PIZOR	c/o CCP 3224 HORATIO LLC 5680 West Cypress Street, Suite A Tampa, FL 33607
ERIC DAVIDSON	c/o CCP 3224 HORATIO LLC 5680 West Cypress Street, Suite A Tampa, FL 33607

**ARTICLE VIII
DURATION**

Existence of the Association shall commence with the filing of the original articles of incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE IX
DISSOLUTION**

This Association maybe dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets, together with the control or right of access to any property containing the surface water

management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to this Association and devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X BY-LAWS

This Association's By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely as set forth therein or as otherwise permitted by law.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended by not less than two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

ARTICLE XII FNMA/FHA/VA APPROVAL

As long as there is a Class B membership in the Association, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA), or Veterans Administration (VA) if any such agency has issued, acquired, insured or guaranteed any mortgage loan on a Lot in the Property and if such prior approval is deemed necessary by the Declarant:

- (a) Amendment of these Articles of Incorporation; or
- (b) Merger, consolidation and/or dissolution of this Association; or
- (c) Annexation of additional properties; or
- (d) Mortgaging of Common Areas.

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed and applied with those of the Declaration to avoid inconsistencies or conflicting results. In the event of a conflict, the order of priority for interpretation shall be: the Declaration, these Articles, and the By-Laws of this Association.

APPROVED
AND
FILED

14 MAR 10 AM 10:46

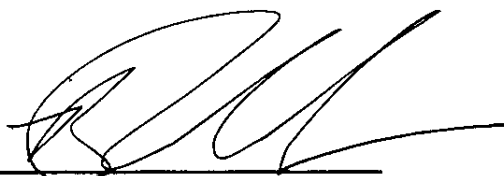
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIV
INCORPORATOR

The name and street address of the incorporator are:

Name: Michael Brooks, Esq.
Address: 4830 West Kennedy Boulevard, Suite 475
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned Directors has executed these Amended and Restated Articles of Incorporation this 27th day of February, 2014.



BRIAN K. LAMB, Director
HORATIO SOUTH TOWNHOMES ASSOCIATION, INC.



BILL PIZOR, Director
HORATIO SOUTH TOWNHOMES ASSOCIATION, INC.



ERIC DAVIDSON, Director
HORATIO SOUTH TOWNHOMES ASSOCIATION, INC.

APPROVED
AND
FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

14 MAR 10 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HORATIO SOUTH TOWNHOMES ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not-for-profit with its principal office as indicated in its Articles of Incorporation has named Michael Brooks, Esq. whose business office is 4830 West Kennedy Boulevard, Suite 475, Tampa, Florida 33609 as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in this Certificate, I hereby agree and consent to act in that capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.



Michael Brooks, Esq.

Date: 3/4/14