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**SUN CITY CENTER COMMUNITY ASSOCIATION, INC.
A FLORIDA CORPORATION**

**RESTATED
ARTICLES OF INCORPORATION**

ARTICLE I

The name of this corporation is **SUN CITY CENTER COMMUNITY ASSOCIATION, INC.**

ARTICLE II

a) The general nature, objects and purposes for which this corporation is exclusively organized and operated are charitable, scientific or educational.

This corporation is to serve the residents of the retirement community located in Hillsborough County, Florida, known as Sun City Center, by providing relief for the elderly, providing assistance and essential services to tax-exempt entities, and operating in lieu of a municipal government by supplementing, but not duplicating, many costs of government, for the benefit of the residents, by maximum use of volunteer, uncompensated services from the residents.

In furtherance of these purposes, Sun City Center Community Association, Inc. shall manage recreational facilities owned for the benefit of all residents, shall enforce that private zoning known as "restrictive covenants running with the land" on behalf of the residents and for the benefit of the community as a whole (as opposed to private interests), and shall represent the retirement community known as Sun City Center before all organizations and persons.

This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principle thereof exclusively for its charitable, scientific or educational purposes.

b) No part of the net earnings or assets of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation

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effecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. (No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.)

c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations that themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE III

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

a) This corporation shall be operated exclusively for, and shall only have the power to perform activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended heretofore or hereafter.

b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax law.

c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

This corporation shall not issue any type of stock. Members of this corporation shall be all residents of Sun City Center and those individuals who would subsequently qualify if Sun City Center Civic Association had not consolidated into Sun City Center Community Association, Inc. shall be members. Each member shall have only one (1) vote. "Sun City Center", as that phrase is used in these Articles, indicates that residential land shown as the North/South Sector in Exhibit E to the settlement of the 1984 litigation between Sun City Center Civic Association and W-G Development Corp., including the "d-strips" if, when, and to the extent committed to the Sun City Center Civic Association agreement by the developer. Previous members of the Sun City Center Civic Association or Sun City Center Homeowners Association residing in Lake Towers may be admitted by the Board of Directors.

Changes in the area herein defined as "Sun City Center" and the definition of "members" may be approved by the members voting in a referendum.

ARTICLE V

The current registered agent of this corporation is Carol R. Donner, and the address of the initial registered office is 1009 N. Pebble Beach Blvd., Sun City Center, Florida 33573.

ARTICLE VI

The initial Board of Directors, who will serve until their successors are elected by the members, are:

James C. Waters, 625 Allegheny Dr., Sun City Center, FL.
Mack D. Ragland, 110 Wintersong Ln., Sun City Center, FL.
George R. Grange, 1602 New Bedford Dr, Sun City Center, FL.

The members, by creating appropriate Bylaws may vary the number of directors (but never less than five nor more than nine except for the initial board) and determine qualifications and terms of directors, PROVIDED HOWEVER: all directors must be members of this corporation and no employee (or immediate family member of an employee) of any organization engaged in subdividing or marketing any portion of the unimproved area of Sun City Center shall be eligible to serve as directors.

ARTICLE VII

The incorporators and their addresses are the same as the initial Board of Directors.

ARTICLE VIII

All directors shall serve without compensation.

ARTICLE IX

Directors may, by majority vote, fill a vacancy on the Board of Directors due to a resigning, deceased or recalled Director. The appointee shall serve until the next regularly scheduled election of directors.

Directors may be removed, with or without cause, by referendum. Upon written petition signed by 10% or more of the membership, the Board of Directors shall (within 30 days from receipt of the petition) give notice of the recall vote to the members and schedule a referendum to take place no earlier than 30 days following notice and no later than 60 days following notice. In the event the Board of Directors fail to respond in accordance with this Article, the petitioners may cause the vote to take place and shall be reimbursed for all resulting expense from corporate funds.

"Referendum" as used in these Articles shall mean a vote by secret ballot (not necessarily associated with any meeting unless required by Florida law) taken over a period of at least two days during which polls are open at least seven hours each day. Absentee voting shall be allowed in a referendum.

ARTICLE X

The Directors shall not enter into any contract that commits the corporation to expend or use corporate funds or assets in an amount greater than fifteen percent (15%) of the then operating budget without the approval of the members in a referendum. A series of smaller contracts shall not be used to avoid this requirement.

ARTICLE XI

Voting in referendum by proxy shall not be allowed at any time or for any purpose. Rather, the opportunity to vote (by every competent member) shall be assured by use of absentee ballots or voting by mail for those members who would not vote without special procedures. Proxies may be used for voice votes if the agent is directed how to vote.

ARTICLE XII

These Articles may be amended by the Board of Directors if needed to meet the requirements of the U.S. Internal Revenue Service's response to the corporation's request for an advance determination letter concerning the corporation's exempt status. In the event of a need for this type of amendment, the corporation shall have no members prior to completion of this amendment, this provision shall not restrict membership for purposes other than amendment of Articles.

All other amendments of these Articles shall require approval of twenty-five percent (25%) of all members in good standing, provided that such twenty-five percent (25%) is a majority of those voting in a referendum. This approval may be obtained only by referendum. The one exception to this provision is: the Directors may change the registered agent or the registered office of this corporation from time to time, with or without cause.

All other referendums, whether required by these Articles or initiated by the Directors or members shall pass upon support of more than 50% of those members voting.

ARTICLE XIII

Bylaws shall be enacted, amended, cancelled or otherwise changed by a vote of the majority of members attending a meeting called with reasonable notice of the proposed Bylaw action, or by referendum if ordered by the Board under authority of Article XV.

The Board of Directors shall set policy (as may be authorized by the corporate Bylaws) of the corporation.

ARTICLE XIV

Except as expressly provided otherwise in these Articles, agenda for all meetings of the members must be published (by mail to each household or by publication) in a newspaper (commonly distributed within Sun City Center) a minimum of 15 days and a maximum of 60 days prior to day of meeting. Discussion on any subject may be allowed at a members' meeting but votes shall be allowed only on issues on the published agenda for that meeting.

Agenda for all meetings shall be set by the Board of Directors except as provided otherwise in these Articles.

ARTICLE XV

Regardless of Article XIV, members may schedule an issue for vote. This initiative shall be accomplished by petition signed by 100 or more of the membership and generally following the procedure provided by Article IX regarding removal of directors, except that a referendum shall not be required unless required under these Articles or determined to be in the community's best interest by the Board of Directors.

ARTICLE XVI

The undersigned, constituting the incorporators of this corporation, for the purpose of forming this corporation not for profit under the laws of Florida, have executed these Articles of Incorporation this 28th day of October, 1986.

signed by: James C. Waters
Mack D. Ragland
George R. Grange

Adopted by a vote of members, October 20-28, 1986.

1. Articles II and III were amended on January 19, 1989, by the Board of Directors as authorized by Article XII.
2. Articles IIb and VIII were amended on October 5, 1989, by the Board of Directors as authorized by Article XII.
3. Article IV was corrected by the Board of Directors on January 22, 1992.
4. Article IX was amended by the Board of Directors on May 29, 1992 to meet the mandatory requirements of Florida Statute 617.0809.
5. Articles X and XII (second paragraph) were amended on March 28, 2005 by a membership mail ballot vote as authorized by Article XII.
6. The original Article IX was restored by the Board of Directors on June 9, 2010 to correct #4 above which was misstated.

SUN CITY CENTER



COMMUNITY ASSOCIATION, INC.

1009 N. PEBBLE BEACH BLVD. • SUN CITY CENTER, FLORIDA 33573
(813) 633-3500 • FAX (813) 634-3486

SECRETARY'S CERTIFICATION

I, David Floyd, as Corporate Secretary of the Sun City Center Community Association, Inc., do hereby certify that a properly called meeting of the Board of Directors was held on June 9, 2010 in the Rollins Theater.

WHEREAS, Amendment #4 to the Articles of Incorporation was not an actual amendment by the Board of Directors on May 29, 1992 but rather a footnote only,

WHEREAS, current Florida Statute 617.0809 Board Vacancy states: "The term of a Director elected or appointed to fill a vacancy expires at the next annual meeting at which the directors are elected"

THEREFORE, the Board of Directors at their meeting on June 9, 2010, voted to remove Amendment #4 from the Articles of Incorporation which was a Scribner's error and restore the original statement that "the appointee shall serve until the next regularly scheduled election of directors" in accordance with FS 617.0809. *Does not require member approval.*

David Floyd
Corporate Secretary