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February 13, 1998

Florida Department of State
Division of Corporations
Amendment Filing Section
P O Box 6327
Tallahassee, FL 32314-6327

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-02/16/98--01086--017
*****35.00 *****35.00

Gentlemen:

Enclosed herewith please find an original and one copy of the Amended and Restated Articles of Incorporation for VILLA D' ESTE AT PRESTANCIA HOMEOWNERS ASSOCIATION, INC., your document number N19726.

Also enclosed is my check in the amount of the \$35.00 filing fee.

Please return a filed copy of this amendment.

Respectfully,

William D. Clark
Attorney at Law

WDC:pbm

cc: Mrs. Jone B. Weist, The Barlow Group, Inc., 3412 Clark Rd #1946, Sarasota, FL
34231-8406

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 16 AM 10:30

APPROVED
AND
FILED

WDC
N19726
8 P x
Amend + Restate
2-16-98

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VILLA D'ESTE AT PRESTANCIA HOMEOWNERS ASSOCIATION, INC.

APPROVED
AND
FILED
98 FEB 16 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR**

VILLA D' ESTE AT PRESTANCIA HOMEOWNERS ASSOCIATION, INC.

THE UNDERSIGNED officers of Villa D' Este at Prestancia Homeowners Association, Inc., hereby certify that the following Amended and Restated Articles of Incorporation of Villa D' Este at Prestancia Homeowners Association, Inc., according to said Articles as filed with the Florida Department of State, was duly adopted at a membership meeting of the Association held on December 1, 1997 at which a majority of the members were present, in person or by proxy, and the number of votes cast for the amendment were sufficient for approval. Further, in accordance with the provisions of section 617.301(6), Florida Statutes (1997), this amendment shall be recorded in the public records of Sarasota County, Florida, in conjunction with the Declaration of Protective Covenants, Conditions and Restrictions of Villa D' Este at Prestancia, initially recorded at O.R. Book 1946, Page 1011 et seq.

IN WITNESS WHEREOF, the Association has caused this instrument to be executed by its authorized officers this 12TH day of JANUARY, 1998, at Sarasota, Sarasota County, Florida.

CORPORATE SEAL



VILLA D' ESTE AT PRESTANCIA
HOMEOWNERS ASSOCIATION, INC.

By: [Signature]
Its President
Attest: [Signature]
Its Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared ROBERT E. KING, President, and JAMES G. GOODALE, as Secretary, of Villa D' Este at Prestancia Homeowners Association, Inc., and acknowledged that they executed the foregoing instrument for the purposes mentioned therein, on behalf of the corporation. They are personally known to me.

WITNESS my hand and official seal the day and year first aforementioned.

NOTARY
SEAL



Commission expires 12-12-2000

[Signature]
Notary Public
State of Florida at Large
Commission Number CC 591905

This instrument drafted by and after filing return to:

William D. Clark, Attorney at Law
P O Box 206
Venice, FL 34284-0206

APPROVED
AND
FILED

98 FEB 16 AM 11:00
CLERK OF COUNTY
TALLAHASSEE, FLORIDA

TABLE OF CONTENTS

TOPIC	PAGE NUMBER
ARTICLE I	1
NAME OF CORPORATION	1
ARTICLE II	1
PURPOSES	1
ARTICLE III	1
GENERAL POWERS	1
ARTICLE IV	1
MEMBERS	1
ARTICLE V	2
BOARD OF DIRECTORS	2
ARTICLE VI	2
CORPORATE EXISTENCE	2
ARTICLE VII	2
AMENDMENT TO THE ARTICLES OF INCORPORATION	2

ARTICLE VIII	2
INDEMNIFICATION OF OFFICERS AND DIRECTORS	2

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VILLA D'ESTE AT PRESTANCIA HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

These amended and restated Articles of Incorporation are filed in accordance with Chapter 617, Florida Statutes and Article 10 of the original Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be :

VILLA D'ESTE AT PRESTANCIA HOMEOWNERS ASSOCIATION, INC.
hereinafter in these Articles referred to as the "Association."

ARTICLE II

PURPOSES

The general nature, objects and purposes of the Association are to operate for any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under the laws of the State of Florida.

ARTICLE III

GENERAL POWERS

The general powers that the Association shall have shall be all such powers which may be conferred upon a corporation not for profit by the laws of the State of Florida.

ARTICLE IV

MEMBERS

The members of this Association shall consist of all of the owners of Lots 1 through 68 of "VILLA D'ESTE AT PRESTANCIA," and all such property owners shall be

98 FEB 16 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Original Amended and Restated Articles of Incorporation

members of the Association.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's property, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more lots or parcels of property in "VILLA D'ESTE" so long as such member owns one lot.

The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the property which is the basis of his or her membership in the Association.

ARTICLE V

BOARD OF DIRECTORS

The method of electing directors is as stated in the bylaws.

ARTICLE VI

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII

AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed at any time by the affirmative vote of not less than a majority of the voting interests represented at a meeting at which a quorum is present using the procedure set forth in the not for profit corporation act.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Association shall be indemnified by the Corporation against all expenses and all liabilities, including counsel fees, reasonably

incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the board of directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

(See original Articles for appropriate signatures, witnesses, jurats and exhibits.)