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FILED
2 JUL 29 PM 1:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

July 26, 2002

Florida Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Filing Amended and Restated Articles of Incorporation for Country Creek Homeowners Association of Manatee, Inc.

Dear Division folks:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Department of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

cc: Country Creek Homeowners Association of Manatee, Inc.

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*Ps of 2/02
Amend/Restated*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COUNTRY CREEK HOMEOWNERS ASSOCIATION OF MANATEE, INC.**

WHEREAS, the original Articles of Incorporation of Country Creek Homeowners Association of Manatee, Inc. were filed with the Florida Department of State on November 15, 1996, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles which amendments were duly approved by not less than a majority of the members of the Association present in person or by proxy at a membership meeting held on the 25th day of June, 2002, and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law, and

WHEREAS, the entire membership of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board meeting held on June 24, 2002.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Country Creek Homeowners Association of Manatee, Inc.

**ARTICLE I
NAME OF CORPORATION AND MAILING ADDRESS**

The name of this corporation shall be Country Creek Homeowners Association of Manatee, Inc., hereinafter referred to as Association. The mailing address of the Association shall be P.O. Box 21322, Bradenton, Florida 34204, and the principal address shall be 15120 Third Drive Ease, Bradenton, Florida 34212. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Declaration of Covenants, Conditions, Easements, and Restrictions of Country Creek Subdivision (Declaration).
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within Country Creek.
3. To add, replace, improve, maintain, and repair Common Areas within the subdivision for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

**ARTICLE III
POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Declaration.

ARTICLE IV MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

ARTICLE V DIRECTORS

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE VI OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association.

ARTICLE VII BYLAWS

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

ARTICLE VIII IDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes (2002).

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

3. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, or repealed in the following manner. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the voting interests of the members of the Association. Members not present in person or by proxy at the meeting considering an amendment may express their approval in writing, provided that such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

1. To be adopted, a resolution must be approved by not less than a majority of the members of the Association present in person or by proxy at a duly noticed and convened membership meeting, or who expressed their position in writing as provided above.
2. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the substantive voting rights of members without approval in writing of all members of the Association.
3. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE X TERM

The term of the Association shall be perpetual.

ARTICLE XI RESIDENT AGENT

The Association has appointed Chad M. McClenathen, 1820 Ringling Boulevard, Sarasota, Florida, 34236, as its registered agent and resident agent under the laws of the State of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.


The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors.

Country Creek Homeowners Association of Manatee, Inc.


By: Rod McClellan, President

Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for Country Creek Homeowners Association of Manatee, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Chad M. McClenathen
1820 Ringling Boulevard
Sarasota, Florida 34236

Date 7/26/02