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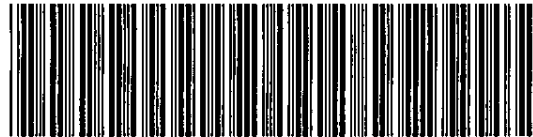
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*Amended And
Restated Art*

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TALLAHASSEE FLORIDA

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T. ROBERTS

RABIN ♦ PARKER
ATTORNEYS AT LAW

BENNETT L. RABIN
MONIQUE E. PARKER

28163 U.S. HWY. 19 N., STE. 207, CLEARWATER, FL 33761
727.475.5535 PHONE ♦ 727.723.1131 FAX

March 27, 2012

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment to Articles of Incorporation
The Constellation Condominium Association, Inc.

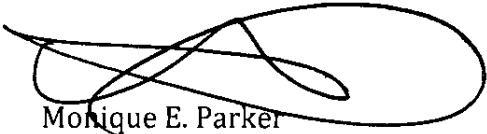
Gentlemen:

Please find enclosed the original of a Certificate of Amendment to the Articles of Incorporation of The Constellation Condominium Association, Inc., which I would appreciate your filing. My check in the amount of \$35.00 is enclosed herewith.

Also enclosed is a copy of the Certificate which I would appreciate your stamping and returning to me for my records in the enclosed self-addressed envelope.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact me.

Sincerely,



Monique E. Parker

MEP/pb
Enclosures

cc: The Constellation Condominium Association, Inc.

10073-002

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12 APR -2 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CONSTELLATION CONDOMINIUM ASSOCIATION, INC.
(a corporation not for profit)**

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

**ARTICLE I
NAME**

The name of the corporation shall be THE CONSTELLATION CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association".

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to provide an entity for the operation of THE CONSTELLATION, a Condominium, created pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act" and to transact all business necessary and proper in connection with the operation of the condominium for the mutual benefit of its members; to operate said condominium property for the sole use and benefit of its members; and to perform any other act for the well-being of the member residents; and to perform any other act in maintaining an atmosphere of congeniality and high standard of occupancy by and for its member residents.

**ARTICLE III
POWERS AND DUTIES**

The powers of the Association shall include and be governed by the following provisions:

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit and not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate THE

CONSTELLATION, a Condominium, pursuant to the Declaration thereof, as it may be amended from time to time. Without limiting the generality of the foregoing, the Association shall have all of the powers reasonably necessary to implement the purposes of the corporation, including, but not limited to, the following:

a. To make, establish and enforce reasonable rules and regulations governing the use of units, common elements, limited common elements, and other condominium property, as said terms are defined in the Declaration of Condominium.

b. To make, levy and collect assessments against owners and others to provide the funds to pay for common expenses of the condominium, as such terms are defined in the Declaration of Condominium, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the corporation.

c. To maintain, repair, replace and operate the condominium property, including without limitation, all portions of the property which the corporation has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium, and to borrow money when necessary for the purpose of same in the manner set forth in the Bylaws.

d. To reconstruct improvements on the property after casualty or other loss, and to further improve the property.

e. To enforce by legal means the provisions of the Declaration of Condominium, the Bylaws, any rules and regulations adopted by the Board of Directors, and all documents, rights or obligations referred to therein.

f. To contract for the management of the property, and to delegate to such contractors all powers and duties of the corporation to the extent permitted by the Declaration of Condominium.

g. To acquire leaseholds, memberships or other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the condominium intended to provide for the enjoyment, recreation or other use or benefit of the owners.

h. To acquire by purchase or otherwise land pursuant to, and as defined in the provisions of the Declaration of Condominium.

i. To approve or disapprove the transfer, mortgage and ownership of lots as provided by the Declaration of Condominium.

j. To employ personnel to perform the services required for proper operation of the condominium.

Section 3. All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

Section 4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE IV **MEMBERS**

Section 1. The members of the Association shall consist of all of the record owners of condominium units in THE CONSTELLATION, a Condominium.

Section 2. Membership shall be acquired by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a condominium unit in THE CONSTELLATION, a Condominium, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any party who owns more than one unit shall remain a member of the Association so long as he or she shall retain title to or a fee ownership interest in any unit.

Section 3. The share 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 his or her unit.

Section 4. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit he or she owns, except as otherwise provided the Bylaws.

Section 5. There shall be no cumulative voting.

ARTICLE V **EXISTENCE**

The Association shall have perpetual existence.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of Directors. The number of Directors shall be as set forth in the Bylaws.

Section 2. The Directors of the Association shall be elected by the annual meeting of members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

Section 3. All members of the Board of Directors elected by unit owners shall be members of the Association or the spouse of a member.

ARTICLE VII
OFFICERS OF ASSOCIATION

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Vice-President. Officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or the 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 being or having been a Director or Officer of the Association, whether or not he or she is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE IX
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

ARTICLE X
LEGAL LIABILITY; ACCOUNTS

Section 1. In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such action.

Section 2. The Association shall maintain accounting records according to good accounting practices which shall be open to inspection by members or their duly authorized representatives at reasonable times. The Association shall provide financial reporting to the members in accordance with the requirements of the Florida Statutes as amended from time to time.

ARTICLE XI
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by an instrument in writing directed to the President or Secretary of the Board signed by not less than one-third (1/3) of the membership. Any amendment proposed by the membership shall be subject to editing as to form and legality by the Association's counsel. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of his or her refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering such

amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, amendments must be approved by a majority of the members who are eligible to vote and who participate in the voting, in person or by proxy, provided a quorum is attained.

Section 3. No amendment shall make any changes in the qualifications for membership, nor the voting rights of the members, nor any change in Section 3 of Article III, without approval in writing by all members. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

Section 4. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Pinellas County, Florida.

END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Prepared by and return to:
Monique E. Parker, Esquire
28163 U.S. 19 North, #207
Clearwater, Florida 33761

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE CONSTELLATION CONDOMINIUM ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the members of The Constellation Condominium Association, Inc. (the "Association") held on November 17, 2011, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Articles of Incorporation attached hereto as **Exhibit "A"**, were duly adopted by the membership. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval. The original Articles of Incorporation were filed with the Secretary of State on February 27, 1978, bearing document number 741839.

IN WITNESS WHEREOF, The Constellation Condominium Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 22 day of March, 2012.

Signature of Witness #1

Printed Name of Witness #1

Signature of Witness #2

Printed Name of Witness #2

By:

Lorraine Huhn, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 22nd day of March, 2012, by Lorraine Huhn, as President of The Constellation Condominium Association, Inc., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.



Notary Public

Printed Name