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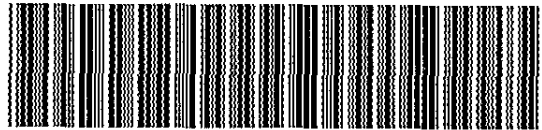
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July 21, 2004

Secretary of State
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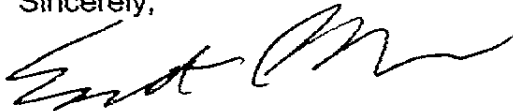
RE: Fox Run (Phase I) Maintenance Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation for Fox Run (Phase I) Maintenance Association, Inc., along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Elizabeth P. Bonan, Esq.
EPB/kmk
Enclosures

EXHIBIT "B"

SECOND
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

FOX RUN (PHASE I) MAINTENANCE ASSOCIATION, INC.
(A corporation not for profit)

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The purpose of this Second Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State, Division of Corporation, on February 21, 1978 and amended on February 26, 2001 and July 2, 2003.

ARTICLE I

Name

The name of this corporation shall be FOX RUN (Phase I) MAINTENANCE ASSOCIATION, INC. (the "Association").

ARTICLE II

Purposes

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

(a) To promote the health, safety and welfare of the owners of property within FOX RUN (Phase I) as recorded in Plat Book 7, Page 39, Public Records of Martin County, Florida (hereinafter "Fox Run").

(b) To maintain and/or repair landscaping in the general and/or common areas, sidewalks and/or access paths, streets, and other common areas, structures, and other improvements in Fox Run for which the obligation to maintain and repair has been delegated and accepted.

(c) To control the specifications, architecture, design, appearance, elevation and location of (and landscaping around) all buildings of any type, including walls, fences, swimming pools, docks, bulk heading, antennas, sewers, drains, disposal systems, or other structures constructed,

placed or permitted to remain in Fox Run as well as the alteration, improvement, addition or change thereto.

(d) To control the drainage facilities in Fox Run.

(e) To provide, purchase, acquire, replace, improve, maintain and/or repair such building, structures, landscaping, paving and equipment, both real and personal, related to the health, safety, and welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

(f) To operate without profit for the sole and exclusive benefit of its members.

ARTICLE III

General Powers

The general powers that the Association shall have are as follows:

(a) To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

(b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

(c) To delegate power or powers where such is deemed in the interest of the Association.

(d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

(e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

(f) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association.

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

(h) To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes, or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

(i) In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE IV

Members

The Members shall consist of the property owners in Fox Run, and all such property owners shall be members of the Association. Owners of lots or parcels in Fox Run shall represent themselves in person or by proxy. Owners of lots or parcels shall automatically become members upon acquisition of fee simple title to such lot or parcel.

ARTICLE V

Voting and Assessments

(a) Subject to the restrictions and limitations hereinafter set forth, Members shall have one (1) vote for each lot owned by such member in Fox Run. The total number of lots in Fox Run owned by any particular member shall determine the number of votes to which such member is entitled.

(b) The Association will obtain funds with which to operate by assessment of its Members in accordance with provisions of the Declaration of Covenants and Restrictions for Fox Run, as supplemented by the provisions of the By-Laws of the Association relating thereto.

ARTICLE VI
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) and not more than seven (7) Directors. The Directors shall be members of the Association. The Directors shall be elected as provided hereinafter. Elections shall be by plurality vote. As many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each annual election shall be for one (1) year expiring at the annual election following their election and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the members which elected or appointed them.

ARTICLE VII
Officers

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

ARTICLE VIII
Corporate Existence

The Association shall have perpetual existence.

ARTICLE IX
By-Laws

The Bylaws shall be adopted and may be altered, modified or repealed as provided in the Bylaws.

ARTICLE X

Amendment to Articles of Incorporation

These Articles of Incorporation may be altered, amended or repealed upon the affirmative vote or written consent of at least two-thirds (2/3rds) of all members of the Association.

ARTICLE XI

Designation of Resident Agent and Registered Office

The current elected President of the Fox Run Homeowners Association will be designated as the Resident Agent for service of process within the State of Florida and the principal office of this Agent & Corporation is as determined by the Board.

ARTICLE XII

Indemnification of Officers and Directors

(a) The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Association, or his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his

being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonable believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XIII

Transaction in which Directors or Officers are Interested

(a) No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIV

Dissolution of the Association

(a) Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all cost and expenses of such dissolution shall be distributed in the following manner:

(1) Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

(2) Remaining assets shall be distributed among the members, subject to the limitation set forth below, each member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the property which is owned by the member at that time, and the denominator of which is the total amount (including penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of Fox Run. The year of dissolution shall count as a whole year for the purposes of the preceding fractions.

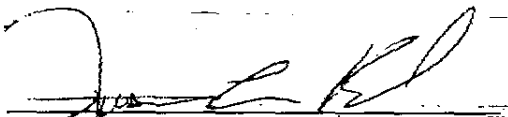
(b) The Association may be dissolved upon a resolution to that affect being approved by two thirds (2/3) of the Members of the Association. In the event of incorporation by annexation or otherwise of all or part of Fox Fun by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

These Second Amended and Restated Articles of Incorporation for Fox Run (Phase I) Maintenance Association, Inc. were adopted by the Board of Directors on JUNE 14, 2004 and do not contain any amendments requiring member approval.

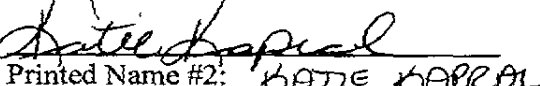
IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 23 day of JUNE, 2004.

WITNESSES:

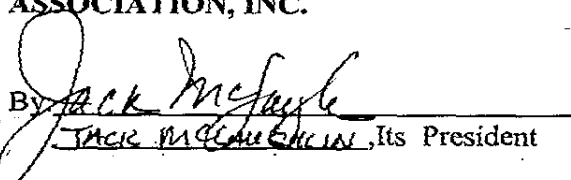
**FOX RUN (PHASE I) MAINTENANCE
ASSOCIATION, INC.**



Printed Name #1: Justin L. Paul



Printed Name #2: KATIE KAPPEL

By 
JACK MCCAUGHLIN, Its President

Catherine A. Treanor
Printed Name #1: CATHERINE A. TREANOR

Latie Kappel
Printed Name #2: LATIE KAPPEL

By: Dennis R. Dodge, Its Secretary

CORPORATE
SEAL

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on June 22, 2004,
by Jack McLaughlin as President of Fox Run (Phase I) Maintenance Association, Inc. [☒]
who is personally known to me, or [] who has produced identification [Type of Identification:
_____].

Notarial Seal



Lisa A. Dibble
MY COMMISSION # DD046488 EXPIRES
July 31, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Lisa A. Dibble
Notary Public
Printed Name: Lisa A. Dibble
Commission Expires: 7-31-05

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on June 23, 2004,
by Dennis Dodge as Secretary of Fox Run (Phase I) Maintenance Association, Inc. [☒]
who is personally known to me, or [] who has produced identification [Type of Identification:
_____].

Notarial Seal



Lisa A. Dibble
MY COMMISSION # DD046488 EXPIRES
July 31, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Lisa A. Dibble
Notary Public
Printed Name: Lisa A. Dibble
Commission Expires: 7-31-05

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