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August 2, 2001

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Timber Pines Community Association, Inc.
Articles of Incorporation


Gentlemen:

Enclosed herewith please find two (2) sets of Articles of Amendment of Articles of Incorporation for Timber Pines Community Association, Inc. Please file the documents and provide our office with a conformed copy of the same at your earliest possible convenience.

This firm's check in the amount of \$35.00 is enclosed to cover the filing fee.

Thank you for your assistance and cooperation.

Sincerely,


Cherie A. Moffatt
Paralegal

CAM
enclosures

FILED
01 AUG 24 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN AUG 29 2001

Prepared by and return to:

Steven H. Mezer, Esq.
Bush Ross Gardner Warren & Rudy, P.A.
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FILED
01 AUG 24 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
TIMBER PINES COMMUNITY ASSOCIATION, INC.
A Corporation Not-For-Profit

We, Gloria Gilbert, as President, and Joan Devine, as Secretary of Timber Pines Community Association, Inc. hereby certify that at the Annual Meeting of the Membership held February 9, 2001 in accordance with the By-Laws of the Association the Amended and Restated Articles of Incorporation attached hereto were duly approved by not less than two-thirds (2/3) of the total votes cast by the membership, which number is sufficient pursuant to Article XIII of the Articles of Incorporation to approve amendments to the Articles of Incorporation. Therefore, pursuant to the provisions of Section 617.1006, Florida Statutes attached hereto as Exhibit "A" and incorporated by reference herein is the Amended and Restated Articles of Incorporation.

Dated this 9th day of February, 2001.

(Corporate Seal)

TIMBER PINES COMMUNITY
ASSOCIATION, INC.

By: Gloria Gilbert
Gloria Gilbert, President

Joan Devine
Joan Devine, Secretary

STATE OF FLORIDA
COUNTY OF HERNANDO

I HEREBY CERTIFY that this 9th day of February, 2001 before me personally appeared Gloria Gilbert, and Joan Devine as President and Secretary, respectively, of Timber Pines Community Association, Inc. to me well known to be the persons who executed the foregoing Articles of Amendment to the Articles of Incorporation and acknowledged before me according to law that each has made and subscribed the same for the purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and official seal this 9th day of February, 2001.

(SEAL)



SUSAN RUTH KURTZ
Notary Public, State of Florida
My Comm. expires 9/14/04
Comm No. CC967826

Susan Ruth Kurtz
NOTARY PUBLIC, State of Florida
My Commission Expires: _____

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TIMBER PINES COMMUNITY ASSOCIATION, INC.**

In compliance with the requirements of Chapters 617 and 720 of the Florida Statutes, as amended from time to time, and the Articles of Incorporation of this Corporation, the Members of the Timber Pines Community Association, Inc. have by a vote of not less than two-thirds of its members, a vote sufficient to approve such amendments, at the meeting held February 9th, 2001, the following Amended and Restated Articles of Incorporation of the Timber Pines Community Association, Inc. were approved.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is TIMBER PINES COMMUNITY ASSOCIATION, INC., hereafter called the "**Association**." The principal office of the Association is located at 6872 Timber Pines Boulevard, Spring Hill, Florida 34606.

**ARTICLE II
DEFINITIONS**

All terms defined in the Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Timber Pines and in the Amended and Restated By-Laws of the Timber Pines Community Association, Inc. shall have the same meaning when used herein.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Association shall be as reported by the Board of Directors to the Secretary of State of the State of Florida from time to time. The name of the Association's registered agent at such address shall be determined by the Board of Directors from time to time.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

Section 1. Purpose of the Association.

- A. This Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the Property described in the Declaration and any additions thereto as may hereafter be brought within the jurisdiction of the Association.
- B. The purpose of this Association shall include, without limitation of the foregoing, the maintenance of the Common Area and certain other land within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration.

Section 2. Powers of the Association.

The Association is empowered to:

- A. exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- B. fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith and all office and other expenses incident to the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- C. subject to the restrictions contained in the Declaration, these Articles and the By Laws, acquire by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public utility or governmental use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- D. borrow money, and with the approval of two-thirds (2/3) of all Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

- E. dedicate, sell or transfer all or any part of the Common Area. No such dedication, sale or transfer shall be effective unless approved by the affirmative vote of two-thirds (2/3) of all Members. For example, if there are 3,452, the approval of 2,302 Members shall be required. An instrument shall thereafter be signed by a majority of the Board of Directors agreeing to such dedication, sale or transfer and recorded in the Public Records of Hernando County, Florida. This paragraph may not be amended without the approval by affirmative vote of two-thirds (2/3) of all Members.
- F. grant easements as to the Common Area to public and private utility companies, including cable television and to public bodies or governmental agencies or other entities or persons, with or without cost or charge at the sole discretion of the Board of Directors, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;
- G. participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the affirmative vote of two-thirds (2/3) of all Members;
- H. annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties, and membership of the Association to the real property hereby annexed;
- I. from time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Common Area, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles;
- J. contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration; and
- K. have and exercise any and all powers, rights and privileges which a not for profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise and such powers, rights and privileges which a homeowners association may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the provisions of the Declaration to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities other than contract sellers that hold an interest merely as security for the performance of an obligation.

Section 2. Ownership as determined by record title in the official records of Hernando County, Florida and as defined above, shall be the sole qualification for membership. When any Lot is owned of record by two or more persons or other legal entity, all such persons or entities shall be Members. An owner of more than one (1) such Lot shall be entitled to one (1) membership for each Lot owned by him/her.

Section 3. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to the provisions of the Declaration, but shall be automatically transferred by the conveyance of that Lot when recorded in the Official Records of Hernando County, Florida.

ARTICLE VI VOTING RIGHTS

When more than one person or entity holds an interest in any Lot, the vote for such Lot shall be exercised as such persons determine, but in no event shall more than one vote be cast for each Lot. All votes shall be cast in the manner provided in the By-Laws.

ARTICLE VII BOARD OF DIRECTORS

The term of office and the number of Directors shall be established in the By-Laws.

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers 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 IX BY-LAWS

The first By-Laws of the Association were adopted by the Board of Directors. The By-Laws may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X INDEMNIFICATION

Section 1. Every Director, Officer, Appointee of the Board, or Committee Member of the Association shall be indemnified by the Association against all expenses and 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 to which he or she may become involved by reason of his or her being or having been a Director, Officer, Appointee of the Board, or Committee Member of the Association, whether or not he or she is a Director, Officer, Appointee of the Board or Committee Member at the time such expenses are incurred.

Section 2. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, Officers, Appointee of the Board or Committee Members may be entitled, but shall not apply to any incident in which the Officer, Director, Appointee of the Board or Committee Member has violated a criminal statute then in effect in the State of Florida or in which the Director, Officer, Appointee of the Board or Committee Member is found to have benefited financially or whose conduct constitutes an act of fraud.

ARTICLE XI DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of all Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed in equal shares to the Owners and to all secured parties as their interest may appear. This Article XI shall not be amended except upon the affirmative vote of two-thirds (2/3) of all Members.

ARTICLE XII DURATION

The corporation shall exist perpetually.

ARTICLE XIII AMENDMENTS

Amendments of these Articles shall require the assent of two-thirds (2/3) of all Members at any regular or special meeting of the membership duly called and convened at which a quorum is present in person or by proxy.

ARTICLE XIV INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent that the provisions hereof shall be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and the Declaration shall be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.