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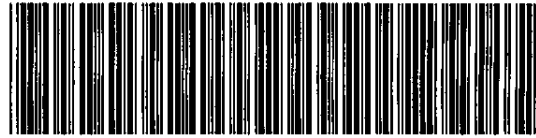
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LINDA L. WINCHENBACH
5015 S.E. 39 Court
OCALA, FLORIDA 34480

July 16, 2007

Fla. Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Shaker Tree Property Owners Association

Dear Sir:

Enclosed for filing are the Amended Articles of Incorporation for the above-referenced non-profit corporation and a check for \$35.00.

Thank you for your attention.

Sincerely,

A handwritten signature in black ink, appearing to read 'Linda L. Winchenbach', written in a cursive style.

Linda L. Winchenbach

Enclosure

AMENDED ARTICLES OF INCORPORATION
OF
THE SHAKER TREE PROPERTY OWNERS ASSOCIATION, INC.
(a Not-For-Profit Corporation)

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TALLAHASSEE, FLORIDA

ARTICLE ONE
NAME

The name of the Corporation is THE SHAKER TREE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The principal office of the Corporation is 4934 SE 39 Court, Ocala, Florida 34480.

ARTICLE THREE
DURATION

The Corporation shall have perpetual duration, unless dissolved according to law, and the Corporation's existence shall commence upon the issuance of the Certificate of Incorporation by the Office of the Secretary of State.

ARTICLE FOUR
PURPOSES AND POWERS

The Corporation does not contemplate pecuniary gain or profits direct or indirect to its Members. By way of explanation and not of limitation, the purposes for which the Corporation is organized are:

A. To be and constitute the Association as defined in the BY-LAWS OF THE SHAKER TREE PROPERTY OWNERS ASSOCIATION, INC. (the "By-Laws") and to which reference is made in the DECLARATION OF RESTRICTIVE COVENANTS OF SHAKER TREE, A SUBDIVISION (the "Declaration") as recorded in the Official Records of Marion County, Florida, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified in the Declaration, in the By-Laws and as provided by law.

B. To further the interests of the Property Owners in the Shaker Tree Subdivision as that group is defined in the By-Laws. In furtherance of its purposes, the Corporation shall have the following powers which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

1. All of the powers conferred upon not-for-profit corporations by common law and the statutes of the State of Florida in effect from time to time, and

2. All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including without limitation, the following:

(a) To fix and to collect assessments or other charges to be levied against the Properties;

(b) To manage, control, operate, maintain, repair and improve Common Property and facilities, and property acquired by the Corporation, or any property owned by another for which the Corporation by rule, regulation, Declaration or contract has a right or duty to provide such services;

(c) To enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration of Restrictive Covenants, By-Laws, or Florida Statute;

(d) To engage in activities which will actively foster, promote and advance the common interests of all Property Owners in the Shaker Tree Subdivision;

(e) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(f) To borrow money for any purpose, subject to limitations contained in the By-Laws;

(g) To enter into, make, perform or enforce contracts of every kind and description; and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private;

(h) To act as agent, trustee or other representative of other corporations, firms or individuals; and as such to advance the business or ownership interests of such corporation, firms or individuals;

(i) To adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, that such By-Laws may not be inconsistent with or contrary to any provision of the Declaration;

(j) To provide any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article Four are independent powers not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article Four.

ARTICLE FIVE MEMBERSHIP

The Corporation shall be a membership corporation without certificates or shares of stock.

The Corporation shall have one class of membership which shall be comprised of the Property Owners, as defined in the By-Laws. Members shall be entitled to one vote for each lot in which they hold the interest required for membership, as set forth in the By-Laws.

ARTICLE SIX BOARD OF DIRECTORS

The business and affairs of the Corporation shall be conducted, managed and controlled by the Board of Directors (the "Board"). The Board of Directors shall consist of not less than three nor more than seven members, the specific number to be set from time to time as provided in the By-Laws.

The initial Board of Directors, who shall serve until the first appointment or election of directors, are as follows:

Carl N. Dann	4900 SE 39 COURT	OCALA, FL 34480
James P. Hill	4966 SE 39 COURT	OCALA, FL 34480
William M. Kirk	4901 SE 39 COURT	OCALA, FL 34480

At the first annual meeting of the membership, and at each annual meeting of the membership thereafter, all directors shall be elected. The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

ARTICLE SEVEN DISSOLUTION

The Corporation may be dissolved only as provided in the By-Laws and by the laws of the State of Florida.

ARTICLE EIGHT
AMENDMENTS

These Articles may be amended by vote of the Members as provided by Section 617.1002(a), Florida Statutes, and by the By-Laws, provided no amendment shall be in conflict with the Declaration and provided further no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration. Such amendment shall require the affirmative vote of 2/3 of the Members at an Association meeting duly noticed for this purpose and at which a quorum is present, in person or by proxy.

The By-Laws of THE SHAKER TREE PROPERTY OWNERS ASSOCIATION, INC. may be made, altered, or restricted by the Members of the Association consistent with the current Article Seven, Section Five, of said By-Laws, which reads as follows:

These By-Laws may be amended by the adoption by the Board of a resolution for such action and the affirmative vote of 2/3 of the Members at an Association meeting duly noticed for this purpose and at which a quorum is present, in person or by proxy. Notwithstanding the foregoing, those provisions of these By-Laws which are governed by said Declaration or by Florida law may not be amended, repealed or altered except as provided in said Declaration or by applicable law. No amendment to these By-Laws shall alter, modify or rescind any right, title, interest or privilege herein granted or accorded to the holder of any mortgage affecting any lot unless such holder shall consent in writing thereto.

ARTICLE NINE
INITIAL OFFICERS

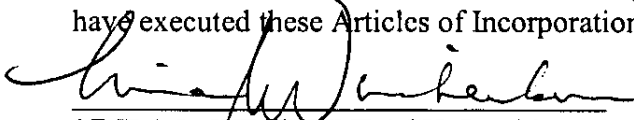
The names of the initial officers of THE SHAKER TREE PROPERTY OWNERS ASSOCIATION, INC., who shall serve until their successors are elected, and the offices held by each shall be as follows:

President:	Linda L. Winchenbach
Vice President:	Anne R. Hill
Secretary:	Barbara L. Luttrell
Treasurer:	Barbara L. Luttrell

ARTICLE TEN
REGISTERED AGENT AND OFFICE

The initial registered office of the Corporation is 5015 SE 39 Ct., Ocala, Florida 34480, and the initial Registered Agent at that address is LINDA L. WINCHENBACH.

IN WITNESS WHEREOF, the undersigned initial officers and directors of the Corporation have executed these Articles of Incorporation on the date stated below.


LINDA L. WINCHENBACH, President

7/11/07
Date


ANNE R. HILL, Vice-President

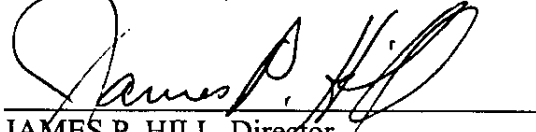
6/6/07
Date


BARBARA L. LUTTRELL, Secretary/
Treasurer

7/10/07
Date


CARL N. DANN, Director

6/6/07
Date


JAMES P. HILL, Director

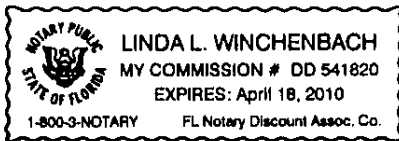
6/6/07
Date


WILLIAM M. KIRK, Director

6/6/07
Date

STATE OF FLORIDA
COUNTY OF MARION

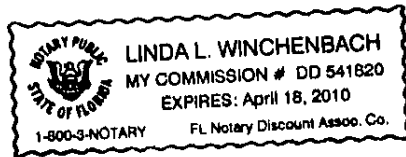
I HEREBY CERTIFY that the foregoing Amended Articles of Incorporation were subscribed before me on June 6, 2007, by Anne R. Hill, Carl N. Dann, James P. Hill, and William M. Kirk, all of whom are personally known to me.



Linda L. Winchenbach
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that the foregoing Amended Articles of Incorporation were subscribed before me on July 10, 2007, by Barbara Luttrell, who is personally known to me.



Linda L. Winchenbach
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that the foregoing Amended Articles of Incorporation were subscribed before me on July 11, 2007, by Linda L. Winchenbach, who is personally known to me.

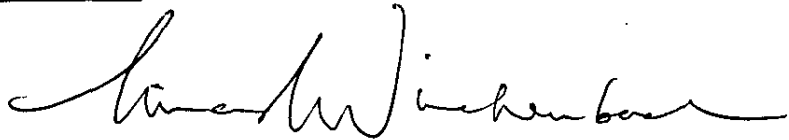

Ginger Roy
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

I acknowledge having been named as Registered Agent to accept Service of Process for THE SHAKER TREE PROPERTY OWNERS ASSOCIATION, INC., at the place designated in the ARTICLES OF INCORPORATION. I certify I am a permanent resident of Ocala, Marion County, Florida, available at the address indicated above. I accept the appointment as Registered Agent and acknowledge I am familiar with and accept the duties and responsibilities set forth in Florida Statute 607.0503.

DATED: _____

7/11/07

A handwritten signature in cursive script, appearing to read "Linda L. Winchenbach", written over a horizontal line.

LINDA L. WINCHENBACH