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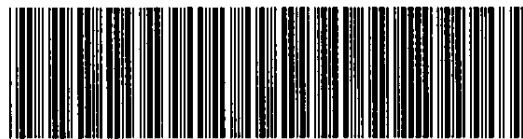
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amended & Restated

TB

OCT - 8 2010

**LAW OFFICE OF
PATRICK H. WILLIS**
ATTORNEY AT LAW

4700 MILLENIA BOULEVARD, SUITE 175
ORLANDO, FLORIDA 32839
(407) 903-9939
TELEFAX (407) 903-9929

September 27, 2010

Patrick H. Willis
Email: pwillis@pwillislaw.com

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

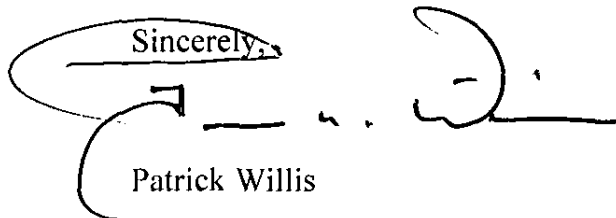
RE: Holopaw Homeowners Association, Inc.
Document No.: N01000002213

Dear Records Custodian:

Please find enclosed the *Amended* Articles of Incorporation for Holopaw Homeowners, Inc. My contact information is listed above. Please reference me as the contact person regarding this filing. Additionally, please find enclosed a check for \$35.00 for the filing fee associated with filing the *Amended* Articles of Incorporation.

In the meantime, should you have any questions or comments regarding the foregoing please do not hesitate to contact my office.

Sincerely,



Patrick Willis

Encl.

Amended and Restated ARTICLES OF INCORPORATION

OF

**HOLOPAW HOMEOWNERS, INC.
(A Florida Non-Profit Corporation)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida, not-for-profit corporation statute, adopts the following Amended Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is as follows: HOLOPAW HOMEOWNERS, INC.

ARTICLE II
ADDRESS

The principal office of the Corporation shall be located at 8801 Reliant Road, Saint Cloud, FL 34773.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 104 N. Church St., Kissimmee, FL 34741, and the name of its initial registered agent at that address is Brian M. Mark.

ARTICLE IV
MEMBERS

All homeowners currently living in the geographic area as described in Exhibit "A" attached hereto and located in an area, commonly known as "Holopaw" (hereinafter referred to as the "Holopaw Community"), shall be qualified to be members of HOLOPAW HOMEOWNERS, INC.

ARTICLE V
NOT FOR PROFIT

The corporation is a not-for-profit corporation under Chapter 617, *Florida Statutes*. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation are distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (the "Code"). No member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or

assets for the corporation shall be distributable to or for the benefit of its members except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

ARTICLE VI **DURATION**

The duration of the corporation is perpetual.

ARTICLE VII **PURPOSES**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or any future tax code.

ARTICLE VIII **POWERS**

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, but not limited to those set forth in Chapter 617, *Florida Statutes* and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida not-for-profit corporation statute, as amended from time to time.

C. To do such other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE IX **LIMITATION**

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Seven above ("Purposes").

ARTICLE X
TAX-EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These articles shall be constructed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XI
DISSOLUTION

The Corporation May be dissolved by an affirmative vote of seventy-five percent (75%) of all the outstanding votes of the Membership.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII
BOARD OF DIRECTORS

There shall be a board of directors consisting of at least five (5) individuals. The initial directors shall be elected by the incorporators. Thereafter, each director shall be elected by the members in the manner and at the times set forth in the bylaws. Any director may be removed or recalled in the manner provided for in the bylaws.

ARTICLE XIII
OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, a director of special projects, and such other officers and assistant officers as may be provided for in the bylaws. Each officer shall be elected by the members in the manner and at the times set forth in the bylaws. Any officer may be removed in the manner provided for in the bylaws.

ARTICLE XIV
INCORPORATORS

The name and street address of each Incorporator are as follows:

Jeff Crosby
4870 Satellite Avenue
St. Cloud, FL 34773

Johnny Crosby
9000 Jupiter Avenue
St. Cloud, FL 34773

Doug Bown
5205 Pierre Avenue
St. Cloud, FL 34773

Joan Bown
5205 Pierre Avenue
St. Cloud, FL 34773

ARTICLE XV
BYLAWS

The bylaws of the corporation are to be made and adopted by the members of the corporation, and may be altered, amended or rescinded as provided in the bylaws.

ARTICLE XVI
AMENDMENTS

The Articles of Incorporation may be amended by an affirmative vote of a majority of the Members voting at the Annual General Meeting or a Special General Meeting if the quorum requirement has been satisfied. Any adopted amendments shall be binding on all Members. Members may only vote in person.

The presence in person of Members representing ten (10%) percent of the total votes in the Corporation shall constitute a quorum for purposes of any Meeting where the Members are voting on any Amendments to the Articles of Incorporation.

Written Notice must be provided at least thirty (30) days in advance before any Proposed Amendment to the Articles of Incorporation can be considered and voted on at the Annual General Meeting or any other General Meeting. The Written Notice shall include a copy of the proposed

Amendment to the Articles of Incorporation.

ARTICLE XVII
INDEMNIFICATION AND CIVIL LIABILITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law in accordance with Chapter 617, *Florida Statutes* or any similar laws subsequently enacted. The corporation shall be an organization wherein the officers and directors are each immune from civil liability to the fullest extent allowed under Florida law in accordance with Sections 617.0830 and 617.0834, *Florida Statutes*.

In witness, the undersigned have signed these Amended Articles of Incorporation on this 22 day of June, 2010.

CERTIFICATION

The undersigned, does hereby certify that he/she is the duly appointed President of HOLOPAW HOMEOWNERS, INC., and certifies that the foregoing Amended Articles of Incorporation have been adopted by a majority vote of the Members voting in person at a duly noticed General Meeting wherein a quorum was present, which was held on the 22 day of June, 2010.

HOLOPAW HOMEOWNERS, INC.

By:

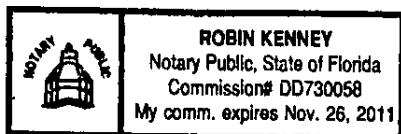
Kenneth J. Hunter
President

APL #366510432820

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 22 day of June, 2010, by Kenneth J. Hunter, who is () personally known to me to be the President (Title) of Holopaw Homeowners, Inc., OR () has produced identification. He/she acknowledged executing this instrument freely and voluntarily under authority vested in him/her by the company.

NOTARY SEAL:



Robin Kenney
Signature of Notary Public, State of Florida

Print Name: _____

Commission No: _____

Commission Expires: _____

Holopaw Area Exhibit

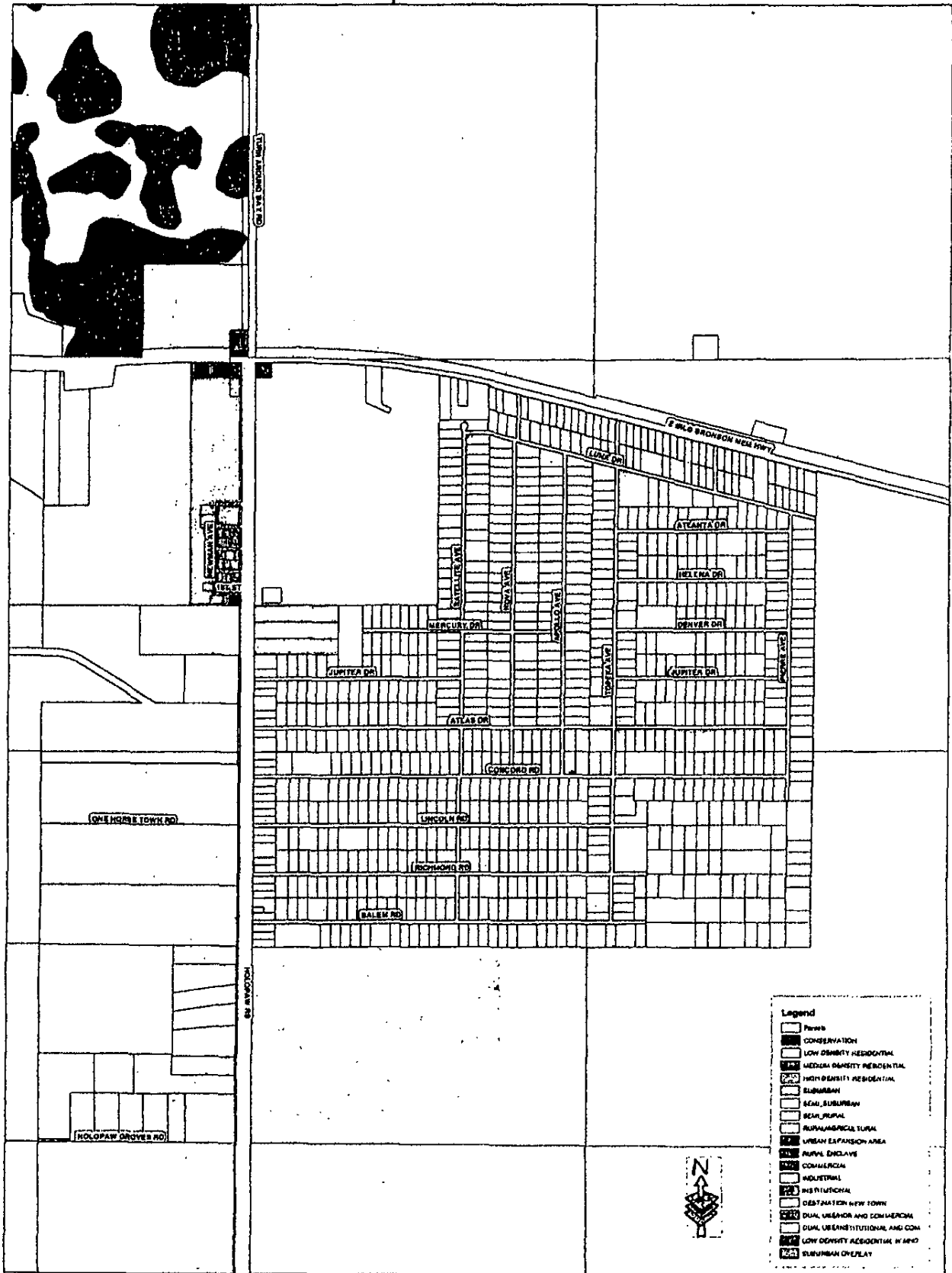


EXHIBIT
"A"