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DUANE MORRIS MIAMI

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Division of Corporations

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BASIC AMENDMENT

LIVINGSTON ESTATES OWNERS' ASSOCIATION, INC.

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**ARTICLES OF AMENDMENT AND RESTATEMENT TO ARTICLES OF
INCORPORATION FOR
LIVINGSTON ESTATES OWNERS' ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

The Articles of Incorporation for Livingston Estates Owners' Association, Inc., filed with the Florida Secretary of State on February 7, 2002, are hereby amended as follows:

The name of the corporation is hereby changed to:

AVENDALE OWNERS' ASSOCIATION, INC.

SECOND: The Articles of Incorporation are hereby replaced in their entirety by the Amended and Restated Articles of Incorporation of Avendale Owners' Association, Inc., attached hereto and made a part hereof.

THIRD: The date of adoption of the amendment was June 12, 2002.

FOURTH: There are no members entitled to vote on this amendment. The Amendment to the Articles of Incorporation was adopted by the Board of Directors.

Dated: June 12, 2002.

The undersigned being a member of the Board of Directors of Livingston Estates Owners' Association, Inc., and the President thereof.

Betty D. Valenti
Betty Valenti, Director and President of
Livingston Estates Owners' Association, Inc.

{Corporate Seal}

06/17/2002 15:53 FAX

DUANE MORRIS MIAMI

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
AVENDALE OWNERS' ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

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Avaldale
Articles of Incorporation
June 7, 2002

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVENDALE OWNERS' ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In compliance with the requirements on the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is AVENDALE OWNERS' ASSOCIATION, INC. ("Association").
2. Principal Office. The principal office of the Association is 4902 Eisenhower Boulevard, Suite 380, Tampa, Florida 33634, or such other location as shall be designated by the Board of Directors.
3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 200 South Biscayne Blvd., Suite 3400, Miami, Florida 33131. The name of the Registered Agent of the Association is:

PATRICIA KIMBALL FLETCHER, P.A.

4. Definitions. A declaration entitled Declaration of Restrictions and Covenants for Avendale (the "Declaration") will be recorded in the Public Records of Hillsborough County, Florida, and shall govern all of the operations of a community to be known as Avendale. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of the Association. The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Association and the Owners; (d) promote the health, safety and welfare of the Owners.

6. Not for Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members, Board of Directors or Officers.

7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1. To perform all the duties and obligations of the Association set forth in the Declaration and By-Laws, as herein provided.

7.2. To enforce, by legal action or otherwise, the provisions of the Declaration, these Articles and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and Avendale.

7.3. To operate and maintain the Surface Water Management System as required by the Permit and Declaration, including the lake and mitigation areas.

7.4. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

7.5. To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association and establish Reserves for deferred maintenance or capital expenditures.

7.6. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration.

7.7. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.8. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of, Avendale to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

7.9. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.10. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Avendale, the Common Areas, Parcels and Homes as provided in the Declaration and to effectuate all of the purposes for which the Association is organized.

7.11. To have and to 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.

7.12. To employ personnel and retain independent contractors to contract for management of the Association, Avendale and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association.

7.13. To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Areas and Avendale as provided in the Declaration such as, but not limited to, Telecommunications Services, maintenance, garbage pick-up, and utility services.

7.14. To establish committees and delegate certain of its functions to those committees.

7.15. To sue and be sued.

8. Voting Rights. Owners and Developer shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than nine (9) members. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Betty Valenti	4902 Eisenhower Boulevard Suite 380 Tampa, Florida 33634
Richard Leatham	4902 Eisenhower Boulevard Suite 380 Tampa, Florida 33634
Paolo Beckert	4902 Eisenhower Boulevard Suite 380 Tampa, Florida 33634

15. **Officers.** The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	Betty D. Valenti
Vice President:	Richard Leatham
Secretary:	Paolo Beckert
Treasurer:	Paolo Beckert

16. **Indemnification of Officers and Directors.** The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

17. **Transactions in Which Directors or Officers are Interested.** No contract or transaction between the Association and one (1) or more of its Directors or Officers or Developer, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of this 12th day of June, 2002.

WITNESSES:

[Signature]
Print name: Ara D. Valtiers

[Signature]
Print name: Walter J. Goldson

[Signature]
PATRICIA KIMBALL FLETCHER, Incorporator

STATE OF FLORIDA)
)SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12 day of June, 2002 by PATRICIA KIMBALL FLETCHER who is personally known to me or presented _____ as identification.

My commission expires:

[Signature]
NOTARY PUBLIC, State of Florida at Large

MIAM88585.1



Ruth Naomianto
My Commission CC986872
Expires December 10, 2004

Aventura
Articles of Incorporation
June 7, 2002

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 12th day of June, 2002.

PATRICIA KIMBALL FLETCHER, P.A.
Registered Agent

By: Patricia K Fletcher
PATRICIA K. FLETCHER as President