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JO CLAIRE SPEAR, P.A.

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Division of Corporations

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BASIC AMENDMENT

BLESSED ESTATES HOMEOWNER'S ASSOCIATION, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BLESSED ESTATES HOMEOWNER'S ASSOCIATION, INC.**

We, the undersigned, being the sole incorporator and member, and all of the Directors of BLESSED ESTATES HOMEOWNER'S ASSOCIATION, INC., a Florida not for profit corporation, acting pursuant to the provisions of Chapter 617 of the Florida Statutes, hereby amend and restate the original Articles of Incorporation of BLESSED ESTATES HOMEOWNER'S ASSOCIATION, INC. filed with the Florida Department of State on February 28, 2002, Document # N02000001470, as follows:

ARTICLE I

CORPORATE NAME

The name of this Corporation is BLESSED ESTATES HOMEOWNER'S ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

**INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS**

The initial principal office and the mailing address of the Association is 1506 E. Bearss Avenue, Lutz, FL 33549.

ARTICLE III

DURATION

The term of the Association is perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the Association is organized are to hold title from time to time to the common area, and to provide for maintenance, preservation, and architectural control of the residential lots, drainage easement areas, and such common area, within the following described property (hereinafter referred to as "Blessed Estates"):

all of Blessed Estates Subdivision, according to the map or plat thereof recorded or to be recorded in the Public Records of Hillsborough County, Florida, together with all additions thereto, if any,

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and to promote the health, safety and welfare of the residents within Blessed Estates. The Association shall have the following powers:

- a.) To 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 of Covenants, Conditions and Restrictions of Blessed Estates Subdivision (the "Declaration"), recorded or to be recorded in the Public Records of Hillsborough County, Florida, as such Declaration may be amended from time to time as therein provided.
- b.) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real or personal property in connection with the affairs of the Association, including but not limited to, construction, installation, operation, maintenance, repair, and replacement of roads, utilities, systems, services, or other facilities on Association property for the welfare or betterment of the residents in Blessed Estates.
- c.) To acquire the fee title or easements rights in land improved by any and all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas on or serving Blessed Estates (collectively, the "Surface Water Management System Facilities"), and to maintain, repair and operate such Surface Water Management System Facilities.
- d.) To establish rules and regulations.
- e.) To establish a budget and to fix assessments to be levied against all lots which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated repairs, maintenance, improvements and replacement.
- f.) To levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association.

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- g.) To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.
- h.) To sue and be sued.
- i.) To employ personnel and to enter into contracts or agreements providing for the proper operation of the Association, including but not limited to, the Association's operation and maintenance of the Surface Water Management System Facilities.
- j.) To borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate any or all of the Association's real or personal property for money borrowed or debts incurred.
- k.) To dedicate, sell or transfer all or any part of the Association property to any public agency, authority, or utility, for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.
- l.) To participate in mergers and consolidations with other nonprofit 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 assent of two-thirds (2/3) of each class of members.
- m.) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto.
- n.) To reconstruct improvements after casualty and make further improvements upon property owned by the Association or upon property subject to the Association's operation or maintenance pursuant to easements held by the Association.
- o.) To purchase insurance upon the property of the Association, and insurance for the protection of the Association or on behalf of any person who is or was a director, officer, employee, or agent of the Association.
- p.) To otherwise exercise all of the common law and statutory powers of a corporation not for profit organized under Chapter 617 of the Florida

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Statutes, the Florida Not for Profit Corporation Act that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

ARTICLE V

MEMBERSHIP

The record owner of the fee interest on any Lot, including a contract seller, shall be a member of the Association. The foregoing is not intended to include person or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

- a.) Class A: Class A members shall be all lot owners, other than the Developer (as defined in the Declaration) so long as the Developer retains Class B voting rights defined below. Class A members are entitled to one (1) vote for each lot in which they hold the interest required for membership as shown by the records of the Association. When more than one person holds such interest or interests in any lot, the vote for such lot shall be exercised as they determine pursuant to provisions for voting in the Bylaws of the Association, but in no event shall more than one vote be cast for any one lot.
- b.) Class B: The Class B members shall be the Developer (as defined in the Declaration) and any successor of Developer to whom the Developer has assigned its rights pursuant to the terms of the Declaration. Class B members are entitled to seven (7) votes for each lot in which they hold the interest required for membership as shown by the records of the Association. The Class B membership shall terminate and become converted to Class "A" membership upon the earlier of the following: (1) the time the members other than the Developer are entitled to elect a majority to the Board of Directors of the Association pursuant to Section 617.307 of the Florida Statutes; or (2) when the total outstanding Class A votes equal fourteen (14); or (3) when, in its discretion, the Developer so determines.

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ARTICLE VII**MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in the manner and for the terms provided in the Bylaws of the Association.

ARTICLE VIII**DIRECTORS**

A Board of three (3) Directors, who need not be members of the Association, shall constitute the board of directors and the governing body to manage the affairs of this Association. The number of directors may be increased in the manner provided in the Bylaws of the Association, but there must never be less than three (3) Directors. The name and addresses of the persons who are the present directors of the Association are:

Raymond L. Rairigh, Sr.
1807 Curry Rd.
Lutz, FL 33549

Jerome C. Harrell
504 Debuel Rd.
Lutz, FL 33549

Gregory S. Rairigh
1506 E. Bearss Ave.
Lutz, FL 33549

The Directors shall act in the capacity of Directors of the Association until the election or appointment of qualified successors, as provided in the Bylaws of the Association.

ARTICLE IX**OFFICERS**

The Association shall have a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may hold the offices of Secretary and Treasurer. The officers shall be elected by the Board of Directors as set forth in the Bylaws, and shall serve at the pleasure of the Board of Directors.

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ARTICLE X**BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Amended and Restated Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

ARTICLE XI**INDEMNIFICATION**

To the full extent permitted by law, every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. The provisions of this Article XI may not be amended.

ARTICLE XII**NON PROFIT**

The Association is not formed for pecuniary profit or financial gain. The Association shall be a not for profit corporation under the laws of the State of Florida, and is dedicated to and operated for the promotion of the common good and general welfare of the members of the Association. All income and assets of the Association, above necessary expenses, shall be administered solely and exclusively for the purposes selected by the Board of Directors. The Association shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members.

The Association expressly shall not:

- a.) Attempt to influence legislation as a substantial part of its activities;
- b.) Allow any part of its net income to inure to the benefit of officers, directors, or members of the Association, or to any other individuals, except in the furtherance of the Association's legitimate purposes (and provided further that the Association may pay compensation in a

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reasonable amount to its members, directors, and officers for services rendered);

- c.) Participate or intervene to any extent in any political campaign for or against any candidate for public office; or
- d.) Conduct any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The name and address of the present registered agent of the Association is: Raymond L. Rairigh, Sr., 1506 E. Bearss Avenue, Lutz, FL 33549.

ARTICLE XIV

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, including the Surface Water Management System Facilities, as applicable, shall be conveyed or dedicated to an appropriate governmental agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XV

INCORPORATOR

The name and address of the person signing these Amended and Restated Articles of Incorporation is: Raymond L. Rairigh, Sr., 1506 E. Bearss Avenue, Lutz, FL 33549.

ARTICLE XVI

INTERPRETATION

Reference shall be made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Amended and Restated Articles of Incorporation. By subscribing and filing these Amended and Restated Articles of Incorporation, the undersigned intend for its provisions to be consistent with the provisions of the

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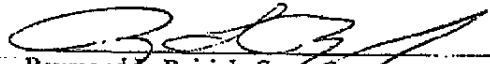
Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

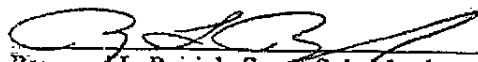
FOR THE PURPOSE of restating and superseding the original Articles of Incorporation of Blessed Estates Homeowner's Association, Inc. in their entirety, pursuant to the laws of the State of Florida, we, the undersigned, constituting the sole incorporator and member, and all Directors of Association, have executed these Amended and Restated Articles of Incorporation of Blessed Estates Homeowner's Association, Inc.


These Amended and Restated Articles of Incorporation do not provide for an exchange, reclassification or cancellation of issued shares.

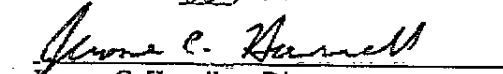
The date of adoption of these Amended and Restated Articles of Incorporation is as of the day and year set forth below.

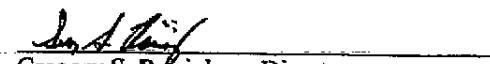
These Amended and Restated Articles of Incorporation for Blessed Estates Homeowner's Association, Inc. were unanimously approved by the sole incorporator and member, and all Directors of Blessed Estates Homeowner's Association, Inc.


Raymond L. Rairigh, Sr., as Incorporator
Date: March 22, 2002


Raymond L. Rairigh, Sr., as Sole Member
Date: March 22, 2002


Raymond L. Rairigh, Sr., as Director
Date: March 22, 2002


Jerome C. Harrell, as Director
Date: March 25, 2002


Gregory S. Rairigh, as Director
Date: March 25, 2002

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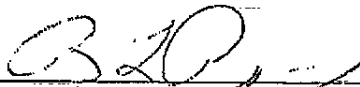
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CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated Association at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Raymond L. Rairigh, Sr., as Registered Agent
Date: March 22, 2002