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BASIC AMENDMENT

CITY WALK CONDOMINIUMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
CITY WALK CONDOMINIUMS, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of CITY WALK CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, shall be and hereby are amended and restated by the Board of Directors of the corporation as follows:

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be CITYWALK CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association. The principal office and mailing address shall be 2121 Wood Street, Clubhouse, Sarasota, Florida 34237.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the condominium known as CITYWALK CONDOMINIUM located on Wood Street, in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium of said condominium and in the Florida Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III
POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium of said condominium; provided, however, that it shall take a three-fourths vote of all non-Developer unit owner members to authorize the filing of any litigation brought on behalf of the Association other than suits to enforce collection or lien rights for assessments or payables. In the event property adjacent to said condominium is developed as one or more condominiums whose respective declarations of condominium designate the Association as the entity responsible for their operation and maintenance, the Association may accept such responsibility for any or all of such condominiums by affirmative action of the board of directors, which shall be evidenced by a written joinder to each such declaration executed by the Association president. Upon the recording of such joinder, the Association shall assume all of the applicable powers and duties set forth in the declaration. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leasehold, membership and other possessory or use interests for terms up to and including 99 years (whether or not such interests relate to property contiguous to the lands of a condominium operated by the Association) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, including but not limited to the lease of recreation areas and facilities. The Association shall be authorized to and charged with the responsibility to operate and maintain the common elements, including the stormwater management system and facilities, including detention and retention areas, littoral areas, flow control structures, culverts and related appurtenances.

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ARTICLE IV.
MEMBERS

All persons owning a vested present interest in the fee title to a condominium unit in CITYWALK CONDOMINIUM, a condominium, or in any other condominium operated by the Association, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon the termination of a condominium operated by the Association, the membership of a unit owner who conveys his unit to the trustee as provided in the applicable declaration of condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee. In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in the applicable declaration of condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration of Condominium of CITYWALK CONDOMINIUM, the subscribers hereto shall constitute the members of the Association and shall each be entitled to one vote.

ARTICLE V.
VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

ARTICLE VI.
INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII.
EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE VIII.
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 200 South Orange Avenue, Sarasota, FL 34236, and the registered agent at such address shall be Patrick W. Ryskamp until such time as another registered agent is appointed by resolution of the board of directors.

ARTICLE IX.
NUMBER OF DIRECTORS

The business of the Association shall be conducted by a board of directors. The initial board of directors shall consist of three (3) persons. Thereafter the number of directors shall be determined by resolution of the membership of the Association, but shall not be less than three (3) persons.

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**ARTICLE X.
FIRST BOARD OF DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first board of directors and officers are as follows:

<u>Name</u>	<u>Address</u>
Matthew Kihnke President and Director	2121 Wood Street, Clubhouse Sarasota, Florida 34237
Colin Kihnke Vice President and Director	2121 Wood Street, Clubhouse Sarasota, Florida 34237
Cindy Wrona Treasurer, Secretary, and Director	2121 Wood Street, Clubhouse Sarasota, Florida 34237

The method of election of directors of the Association shall be in a manner as set forth in the Bylaws and subsequent officers shall be elected at the annual meeting by the board of directors.

**ARTICLE XI.
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Association against all expenses, liabilities, and attorney's fees (including attorney's fees for appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or director be indemnified for his own willful misconduct or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE XII.
RIGHTS OF DEVELOPER**

GARDEN TERRACES, L.L.C., an Illinois limited liability company, and AVENUE PARK, L.L.C., an Illinois limited liability company, which are the developers of CITYWALK CONDOMINIUM, a condominium, and which is referred to herein collectively as the Developer, shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

A. When 15 percent or more of the units in a condominium that will be operated ultimately by the Association are conveyed to owners other than the Developer, such unit owners shall be entitled to elect not less than one-third of the directors.

B. Unit owners other than the Developer are entitled to elect not less than a majority of the Board of Directors upon the first of the following to occur: (i) within three (3) years after fifty percent (50%) or within three (3) months after ninety percent (90%) of the units that will be represented ultimately by the Association are conveyed to owners other than Developer; (ii) when all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business; (iii) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or (iv) seven years after initial recordation of the declaration of condominium creating the initial phase.

C. When the Developer no longer holds for sale in the ordinary course of business at least five percent (5%) of the units that will be operated ultimately by the Association, unit owners other than the Developer shall be entitled to elect all of the directors.

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Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners. During the period the Developer is entitled to appoint a majority of the directors, the directors shall exercise all rights which would otherwise be exercisable by the members.

ARTICLE XIII
BYLAWS

The first bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in such bylaws by majority vote of the voting rights of the members.

ARTICLE XIV
SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows: Matthew Kihnke, 2121 Wood Street, Clubhouse, Sarasota, Florida 34237.

ARTICLE XV
AMENDMENTS

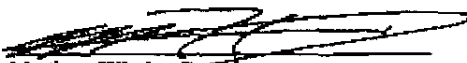
The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Association; provided, however, as long as the Developer holds for sale in the ordinary course of business units in any condominium operated by the Association, no amendment which might adversely affect the sale of units shall be effective without the written consent of the Developer.

ARTICLE XVI
THE FLORIDA CONDOMINIUM ACT

In the event of a conflict between the provisions of these Articles of Incorporation and the Florida Condominium Act, the terms and provisions of the Florida Condominium Act shall control and, to that extent, are incorporated by reference herein. As used in this Article, the "Florida Condominium Act" shall mean the provisions of Chapter 718, Florida Statutes, in effect as of the date on which these Articles of Incorporation are filed by the Florida Secretary of State.

The undersigned, as president of the Corporation, does hereby certify that the Amended and Restated Articles of Incorporation were approved and ratified at a duly noticed and convened meeting of the Board of Directors of the Corporation. The number of votes cast in favor of the Amended and Restated Articles of Incorporation was sufficient for approval. There are no members of the Corporation; therefore member action was not required. These Amended and Restated Articles were properly adopted in accordance with Amendment section of the Articles of Incorporation and Section 617.1002 and 617.1007, Florida Statutes.

IN WITNESS WHEREOF, Matthew Kihnke, President of the Corporation, has executed these Amended and Restated Articles in Incorporation this 17th day of March, 2003.

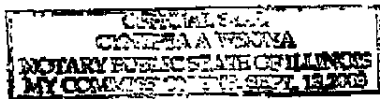

Matthew Kihnke, President

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STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of March 2003 by Matthew Kihnke, who is personally known to me or who has produced Illinois license as identification and who did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



(Notary Seal)

[Signature]
Signature of Notary Public
Cynthia A. Krova
Print Name of Notary Public

I am a Notary Public of the State of Illinois and my commission expires on 9/13/03

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

[Signature]
Patrick W. Ryekamp
Registered Agent

WMS:kw-429910

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