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Reply To:
Fort Myers Office or
jadams@becker-poliakoff.com

April 29, 2004

Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, Florida 32301

Re: Cross Creek of Fort Myers Community Association, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 9926 in the amount of $35.00 to cover the cost of filing. Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,

Joseph E. Adams
For the Firm

JEA/adc
Enclosure (as stated)
235696_1.DOC

ARTICLES OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Cross Creek of Fort Myers Community Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 15th day of April, 2004.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

John McIlvaine
Signature
JOHN McILVAINE
Printed Name

Michael P. Kell
Signature
Michael P. Kell
Printed Name

CROSS CREEK OF FORT MYERS COMMUNITY ASSOCIATION, INC.

BY: Earl Douglas Ison
Earl Douglas Ison, President

Date: 4/23/04

(CORPORATE SEAL)

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04 MAY -3 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 23rd day of April, 2004 by Earl Douglas Ison as President of Cross Creek of Fort Myers Community Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) Personally Known as identification and did take an oath.

Gale L. Mulloy
Commission # CC 951792
Expires Aug. 13, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Gale L. Mulloy
Notary Public
GALE L. MULLOY
Printed Name

My commission expires: 8/13/2004

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

CROSS CREEK OF FORT MYERS COMMUNITY ASSOCIATION. INC.

NOTE: SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION

SEE ORIGINAL ARTICLES OF INCORPORATION FOR ORIGINAL TEXT

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Cross Creek of Fort Myers Community Association, Inc., a Florida corporation not for profit, originally filed on April 9, 1984, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1007, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Cross Creek of Fort Myers Community Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME:

The name of this corporation shall be: **CROSS CREEK OF FORT MYERS COMMUNITY ASSOCIATION, INC.**, and its principal address is 13050 Cross Creek Boulevard, Fort Myers, Florida 33912.

ARTICLE II

PURPOSES:

This Corporation does not contemplate pecuniary gain or profit to its members. The purpose for which this corporation is organized is to provide an entity for the acquisition, ownership and disposition of real and personal property and for the operation, management, maintenance, and care of the real and personal property owned by the Corporation in the development known as Cross Creek, located in Lee County, Florida, pursuant to the Master Declaration of Covenants, Conditions and Restrictions for Cross Creek of Fort Myers and to contract for the maintenance and management of the common areas and to authorize a management agent or independent contractor to assist the Corporation in carrying out its powers and duties under the Declaration.

ARTICLE III

QUALIFICATION OF MEMBERS, MANNER OF ADMISSION, AND VOTING RIGHTS:

The qualification of members, the manner of their admission, and their membership rights and privileges shall be as follows:

(a) Any person or persons who hold title of record to a condominium unit in any one of the condominiums comprising Cross Creek shall, by virtue of such ownership, be a member of this Corporation. No other persons shall be members.

(b) Voting rights in the Corporation are limited to one vote per unit. When more than one person holds title to a condominium unit their one vote per unit shall be determined as set forth in the Bylaws.

(c) Members and their guests are entitled to use the recreational facilities of Cross Creek, and rules and regulations relating to such use shall be established by the Board of Directors.

ARTICLE IV

TERM OF EXISTENCE:

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE V

DIRECTORS AND OFFICERS:

The affairs of this Corporation shall be managed by a governing Board of not less than three (3) nor more than nine (9) Directors, the exact number to be determined in the manner provided in the Bylaws, each of whom shall be unit owners, or the spouse of the unit owner, in any one of the condominiums comprising Cross Creek and who shall be elected on the date of the Annual Meeting of the Corporation. The officers shall be: a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other assistant officers as the Directors shall decide. Such officers shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Corporation. The President, Vice Presidents, Secretary, and Treasurer shall each be elected members of the Board of Directors.

ARTICLE VI

BYLAWS:

The Bylaws of this Corporation may be made, altered, amended or repealed as provided for in the bylaws.

ARTICLE VII

AMENDMENT OF ARTICLES OF INCORPORATION:

Amendments to these Articles of Incorporation may be proposed and adopted as follows: An amendment may be proposed by either the Board of Directors or by ten percent (10%) of the voting interests.

The Amendment must be approved by not less than two-thirds (2/3rds) of the total votes cast by the members voting in person or by proxy at an annual or special meeting at which a quorum has been established, and such amendment is recorded and filed as provided by law.

These Amended and Restated Articles of Incorporation were duly adopted by the required percentage of the voting interests on April 15, 2004, which was a sufficient number for approval.

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