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Account Name : GRIMES, GOEBEL, GRIMES, HAWKINS, GLADFELTER & GALVANO
Account Number : 072460000742
Phone : (941) 748-0151
Fax Number : (941) 748-0158

COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE NURSERY HOMEOWNERS' ASSOCIATION, INC.

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Amend/Restated @ 2.24.06

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE NURSERY
HOMEOWNERS' ASSOCIATION, INC.

The undersigned President of this corporation hereby files with the Secretary of State of the State of Florida the following Amended and Restated Articles of Incorporation of this corporation not for profit, adopted by the corporation in accordance with the laws of the State of Florida:

1. The name of this corporation is THE NURSERY HOMEOWNERS' ASSOCIATION, INC., hereafter sometimes called the "Association." The principal office and mailing address of this corporation is P. O. Box 14100, Bradenton, Florida 34280.
2. The Amended and Restated Articles of Incorporation which replace in their entirety the original Articles of Incorporation are as follows:

"The undersigned incorporator, a resident of the State of Florida of the age of majority, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this corporation is THE NURSERY HOMEOWNERS' ASSOCIATION, INC., hereafter sometimes called the "Association." The principal office and mailing address of this corporation shall be P. O. Box 14100, Bradenton, Florida 34280.

ARTICLE II
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof. This Association is formed specifically to promote the health, safety and general welfare of the residents within all or any portion of THE NURSERY, a single-family subdivision lying and being in Manatee County, Florida, (hereinafter "THE NURSERY"). The Association is formed generally and shall have all powers and authority necessary to perform any legal act and to fulfill all legal duties and obligations as may legally be permitted or required by the Florida Not For Profit Corporation Act, *Florida Statutes*, Chapter 617.

Specifically but not by way of any limitation, the Association shall have the powers to:

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- a. Own and convey property.
- b. Operate and maintain the surface water management system facilities, including 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.
- c. Establish rules and regulations.
- d. Assess members and enforce assessments.
- e. Sue and be sued.
- f. Contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company.
- g. Require all lot owners, parcel owners, or unit owners of lands subject to the restrictions to be enforced by the Association, to be members of the Association.
- h. Exist in perpetuity however if the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to this Association.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, nor shall the Association engage in any other activity prohibited by such section, nor shall the Association engage in any other activity or perform any act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

ARTICLE III

Membership

Every person or legal entity who holds legal title of record to a present fee simple interest in any residential lot being a part of THE NURSERY, including contract sellers but excluding persons holding title merely as security for performance of an obligation, shall be a member of this Association. A lot owner of more than one such lot shall have one membership for each such lot owned by him/her. Membership shall be appurtenant to and may not be separated from ownership of any lot that is subject to assessment by the Association.

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ARTICLE IV
Corporate Existence

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Corporation shall exist perpetually.

ARTICLE V
Voting Rights

This Association shall have two (2) classes of voting membership. The voting rights of each class of membership shall be set forth, and be governed by the Bylaws of the Association.

ARTICLE VI
Board of Directors

The business affairs of this Association shall be managed by a Board of Directors. The method of election or appointment of the Board of Directors shall be set forth, and be governed by the Bylaws of the Association.

The names and addresses of the persons constituting the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Needham B. Jones

P. O. Box 14100
Bradenton, Florida 34280

Georgia L. Jones

P. O. Box 14100
Bradenton, Florida 34280

Jeffrey G. Zoller

P. O. Box 14100
Bradenton, Florida 34280

ARTICLE VII
Officers

This Association shall have the officers described in its Bylaws who shall be elected or appointed at such time and for such terms as is provided in the Bylaws.

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ARTICLE VIII
Subscriber

The name and residence address of the subscriber to these Articles of Incorporation is as follows:

Caleb J. Grimes, Esquire
Grimes Goebel Grimes Hawkins
Gladfelter & Galvano, P. L.
1023 Manatee Ave. W.
Bradenton, Florida 34205

ARTICLE IX
Initial Registered Office and Agent

The name of the initial registered agent and street address of the initial registered office of the Association is as follows:

Caleb J. Grimes, Esquire
Grimes Goebel Grimes Hawkins
Gladfelter & Galvano, P. L.
1023 Manatee Ave. W.
Bradenton, Florida 34205

ARTICLE X
Amendment to Articles

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE XI
Indemnity

The Association shall indemnify any person made a party or threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, pursuant to the provisions contained in the Bylaws of the corporation.

ARTICLE XII
Interpretation

Express reference is hereby made to the terms and provisions of the Declaration of Covenants, Condition, Easements and Restrictions of THE NURSERY, where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent


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with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results."

3. These Amended and Restated Articles of Incorporation have amended Article II of the original Articles of Incorporation of this Association. At the present time there are no members of this Association. The date of adoption of these Amended and Restated Articles of Incorporation by the Board of Directors of this Association was February 23, 2006.

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation of this corporation under the laws of the State of Florida, the undersigned president of this Association has executed these Articles of Amendment to the Articles of Incorporation this 23 day of February, 2006.


Print Name: NEESHAM B JONES
As its President

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Amended and Restated Articles of Incorporation
The Nursery HOA; Jones #24163.00