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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

TUSCANY WOODS HOMEOWNERS ASSOCIATION OF VOLUSIA COUNTY, INC.

HAZEL O'TOOLE, being a Director of Tuscany Woods Homeowners Association of Volusia County, Inc., a corporation duly organized under the Florida Not for Profit Corporation Act (the "Association"), hereby certifies that:

1. The name of the Corporation is TUSCANY WOODS HOMEOWNERS ASSOCIATION OF VOLUSIA COUNTY, INC.

2. The Corporation was incorporated in Florida on March 31, 2005.

3. These Amended and Restated Articles of Incorporation (hereinafter, the "Restated Articles") restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation.

4. The terms and provisions of these Amended and Restated Articles were adopted and affirmatively approved by a majority of the members of the Association on January 3, 2008. The number of votes cast for these Amended and Restated Articles were sufficient for approval.

5. Pursuant to Section 617.1007 of the Florida Not for Profit Corporation Act and Section 720.306, Florida Statutes, the text of the Articles of Incorporation of the Corporation, as amended, is hereby amended and restated to read in its entirety as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is TUSCANY WOODS HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is located at 6905 North Wickham Road, Suite 401, Melbourne, Florida 32940.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 6905 North Wickham Road, Suite 501, Melbourne, Florida 32940, and the name of the registered agent at that address is John Baric.

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ARTICLE IV **DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Conditions and Restrictions for Tuscany Woods recorded in Official Records Book 5520, Pages 3081-3121 the Public Records of Volusia County, Florida, as it may from time to time be amended or supplemented (hereinafter called the "Declaration").

ARTICLE V **PURPOSE, DUTIES AND POWERS OF THE ASSOCIATION**

Section 1. The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property and Common Areas.

Section 2. The Association shall operate, maintain and manage the Surface Water and Storm Water Management System in a manner consistent with the Permit requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein.

Section 3. The Association shall levy and collect adequate Assessments against Members of the Association in accordance with the Declaration and the Association's rights and obligations thereunder, including, without limitation, for the costs of maintenance and operation of the Surface Water and Storm Water Management System. The Assessments shall be used for such purposes as are required under the Declaration, including, without limitation, for the maintenance and repair of the Surface Water and Storm Water Management System, including all work within retention areas, drainage structures, and drainage easements.

ARTICLE VI **MEMBERSHIP**

The Association shall have two classes of voting Membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. Class A Members shall also include all owners, with the exception of the Declarant, of

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lots in additional phases if additional phases are subjected to these restrictions as elsewhere provide in the Declaration.

Class B. The Class B Member shall be the Declarant or the successor developer and shall be entitled to three (3) votes for each Lot owned (to include each owned lot in additional phases if additional phases are subjected to this Declaration). The Class B membership shall cease and be converted to Class A membership as set forth in the Declaration.

ARTICLE VII **BOARD OF DIRECTORS**

The affairs of the Association shall be managed and administered by a Board of Directors consisting of either three (3), five (5) or seven (7) members, as may be determined from time to time by the Association's membership. While Class "B" membership exists and until changed by a majority of the Association's membership, the Board of Directors shall consist of three (3) members. All of the duties, power and authority of the Association existing under Florida law, the Declaration, these Articles and/or the By-Laws shall be exercised exclusively by the Board of Directors, subject to approval by the Members only when specifically required. The names and addresses of persons who are to act in the capacity of Director until appointment or election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Laura Siwicki	12001 Science Drive Orlando, FL 32826
Paul Schoettelkotte	12001 Science Drive Orlando, FL 32826
Hazel O'Toole	6905 N. Wickham Rd., Suite 401 Melbourne, FL 32940

Any other provision of these Articles notwithstanding, the Declarant or Declarant's express assigns or successors in interest shall be entitled to appoint and remove any Director while Class "B" membership exists. When Class "B" membership terminates, the Class "A" Members shall elect Directors by written ballot at a Special Meeting of the Association's Members. A Member must be current in the payment of all Association Assessments to be eligible to run for and hold the position of Director. Directors must be natural persons who are eighteen (18) years of age or older. All Directors, except those designated or appointed by the Declarant (or Declarant's express assigns or successors in interest), shall be Members of the Association.

Any vacancies on the Board shall be filled as set forth in the By-Laws of the Association.

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ARTICLE VIII **OFFICERS**

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Laura Siwicki
Vice President: Paul Schoettelkotte
Secretary/Treasurer: Hazel O'Toole

ARTICLE IX **DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State of Florida in Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE X **BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE XI **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection

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with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's Bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any

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director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XII **INCONSISTENCY**

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

ARTICLE XIII **REQUIRED APPROVALS**

Notwithstanding anything in these Articles to the contrary, as long as there exists a Class "B" membership, if any one or more of HUD, FHA or VA requires approval or consent by it or them to annexation of additional property, any merger or consolidation involving the Association, the placing of any mortgage lien on the Common Areas, dedication to the public of any Common Areas, any amendment of the Declaration, or dissolution of the Association, by any one or more of said agencies as a condition of making, insuring or purchasing loans secured by single family dwellings on any of the Lots on the Property, and any such loan has been approved, insured or purchased by the applicable agency at the time of the proposed annexation, merger, consolidation, mortgaging, dedication, amendment or dissolution, then the required consent or approval shall be obtained. In addition, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027 and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the undersigned does hereby execute these Amended and Restated Articles of Incorporation this 3rd day of January, 2008.



Hazel O'Toole, Director

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**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

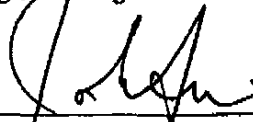
Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

WINDSOR LAKES HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 6905 N. Wickham Road, Suite 500, Melbourne, Florida 32940, has named John Baric, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent:



John Baric

Dated: January 3, 2008