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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIDEAWAY AT OLD MOULTRIE ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

PREMISES

On or about May 25, 2005, James R. Young, as Incorporator, did cause to be filed with the Office of Secretary of State of the State of Florida the Articles of Incorporation of Hideaway at Old Moultrie Association, Inc. (the "Original Articles") for the purpose of, and thereby, forming a Florida corporation not-for-profit by that name (the "Corporation") pursuant to Chapter 617 Florida Statutes to serve as a homeowners association under and pursuant to Sections 617.301 et seq. Florida Statutes for a residential community to be known as "HIDEAWAY AT OLD MOULTRIE."

Pursuant to Article XI of the Original Articles, the Corporation retained and has the right to amend the Original Articles upon the affirmative vote or written consent of members of the Corporation holding not less than seventy-five percent (75%) of the total votes of the members of the Corporation. As of the date hereof, the Corporation has but one (1) member, to wit: RICHMOND AMERICAN HOMES OF FLORIDA, LP, a Colorado limited partnership ("RAH").

RAH desires now to, and does hereby, further amend, restate and replace the original Articles as amended by the aforesaid Articles of Amendment in their entirety so as to henceforth read as follows, to wit:

In compliance with the provisions of Chapter 617, Florida Statutes, the undersigned does hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of the State of Florida as the Amended and Restated Articles of Incorporation of Hideaway at Old Moultrie Association, Inc., a Florida corporation not-for-profit, the following, to wit:

ARTICLE I - NAME

The name of this corporation is HIDEAWAY AT OLD MOULTRIE ASSOCIATION, INC. (the "Association").

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 505 Plaza Circle, Suite 206 Orange Park, Florida 32073 which office may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be Complete Association Management, Inc., c/o Kurt A. Ensell, 2455 Camphorwood Court, Orange Park, Florida 32065.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property described in that certain DECLARATION FOR HIDEAWAY AT OLD MOULTRIE (the "Declaration"), to be recorded among the Public Records of St. Johns County, Florida, and any amendments or modifications thereof (the "Declaration") relating to the Properties (as defined in the Declaration) and any additions thereto as may hereafter be brought within the

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jurisdiction of the Association. The purposes of this Association shall include, without limitation of the maintenance of the Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

(1) 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 as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon the approval of (i) a majority of the Board of Directors, and (ii) sixty-six and two-thirds percent (66 2/3%) of the Voting Interests (in person or by proxy) at a duly noticed meeting of the members in which there is a quorum present, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, including without limitation, the right to collateralize any such indebtedness with the Association's assessment collection rights;

(5) dedicate, sell, or transfer all or any part of this Association's property 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 sixty-six and two-thirds percent (66 2/3%) of the Voting Interests, agreeing to such dedication, sale or transfer;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have been approved by (i) a majority of the Board of Directors; and (ii) sixty-six and two-thirds (66 2/3%) percent of the Voting Interests (in person or by proxy) at a duly noticed meeting of the members in which there is a quorum present;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) operate, maintain and manage the surface water or stormwater management system(s) for the Common Area (collectively, the "SWMS") in a manner consistent with the St. Johns River Water Management District ("District") requirements and applicable District rules, and shall have the power to assist in the enforcement of the provisions of the Declaration which relate to the SWMS.

(10) operate and maintain the SWMS, including all inlets, ditches, swales, culverts, piping systems, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;

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- (11) sue or be sued;
- (12) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and
- (13) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes by law may now or hereafter have or exercise.

ARTICLE V- MEMBERSHIP AND VOTING RIGHTS

- A. This Association shall be a membership corporation, without certificates of shares of stock.
- B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.
- C. The share of an Owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Owner's or member's Lot.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which prior to Turnover, shall consist of three (3) directors, and thereafter shall consist of five (5) directors. Directors shall be members of the Association; provided, however, prior to Turnover, Directors need not be members of the Association. The names and addresses of the persons, who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

John "Jay" Spiegel	505 Plaza Circle Suite 208 Orange Park, Florida 32073
Robert Morganti	505 Plaza Circle Suite 208 Orange Park, Florida 32073
Regina Norris	505 Plaza Circle Suite 208 Orange Park, Florida 32073

The initial Board of Directors herein designated shall serve until Turnover and until the Turnover meeting thereafter. Directors elected at the Turnover meeting shall serve on the Board as set forth in the Bylaws.

ARTICLE VII - OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

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John "Jay" Spiegel	President	505 Plaza Circle Suite 208 Orange Park, Florida 32073
Robert Morganti	Vice President	505 Plaza Circle Suite 208 Orange Park, Florida 32073
Regina Norris	Secretary/Treasurer	505 Plaza Circle Suite 208 Orange Park, Florida 32073

ARTICLE VIII - SUBSCRIBER

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

<u>NAME</u>	<u>ADDRESS</u>
Julius J. Zschau	2701 North Rocky Point Drive Suite 900 Tampa, Florida 33607

ARTICLE IX - DISSOLUTION

The Association will exist in perpetuity. However, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than sixty-six and two-thirds percent (66 2/3%) of the Voting Interests. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association, including but not limited to any SWMS, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X - BYLAWS

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

ARTICLE XI - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

(1) Prior to Turnover, the Board of Directors may amend these Articles by a majority vote of the Directors.

Thereafter, these Articles may be amended as follows:

(2) If the Board of Directors wish to amend the Articles, the Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual meeting or special meeting of members entitled to vote on the proposed amendment.

(3) Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote.

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(4) The proposed amendment must be adopted by a majority of the Voting Interests present at a meeting either in person or by proxy, at which a quorum is present.

or

(5) members entitled to vote on proposed amendments to the Articles may amend the Articles without action by the Directors at a meeting for which notice of the changes to be made is given and the assent of seventy-five percent (75%) of the entire Voting Interests.

B. Any number of amendments may be submitted and voted upon at any one meeting.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of St. Johns County, Florida.


ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on 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. 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.

ARTICLE XIII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration 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 hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results. Any capitalized terms used herein but not defined shall have the meaning as defined the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 31 day of October, 2005.




JULIUS J. ZSCHAU
Subscriber

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HIDEAWAY AT OLD MOULTRIE ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such office open.

Dated this 31 day of Oct, 2005.



Kurt A. Ensell
Registered Agent

Registered Office:

2455 Camphorwood Court
Orange Park, Florida 32065

Principal Corporation Office:

505 Plaza Circle
Suite 208
Orange Park, Florida 32073

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CERTIFICATE OF ADOPTION
BY
BOARD OF DIRECTORS
OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HIDEAWAY AT OLD MOULTRIE ASSOCIATION, INC.,
a Corporation Not for Profit

The date of adoption of the amendment and restated articles of Incorporation was 10/31/05.

Effective date: 10/31/05

Adoption of Amendment and Restatement:

The amendment and restatement was adopted by the members and the number of votes cast for the amendment and restatement was sufficient for approval.

Signed this 31 day of Oct, 2005.


John Spengel, Director


Robert Morganti, Director


Regina Norris, Director

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