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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
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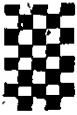
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October 28, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BRIAR OAKS HOMEOWNERS' ASSOCIATION, INC.
8024 OLD COUNTY ROAD 54
NEW PORT RICHEY, FL 34653

SUBJECT: BRIAR OAKS HOMEOWNERS' ASSOCIATION, INC.
REF: N06000003023

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain
Regulatory Specialist II

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PENNINGTON LAW FIRM

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**BRIAR OAKS HOMEOWNERS' ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)**

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BRIAR OAKS HOMEOWNERS' ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)
Document No. N06000003023

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TALLAHASSEE, FLORIDA

In compliance with the requirements of the laws of the State of Florida, and for the purpose of amending and restating the Articles of Incorporation of this Association, the undersigned does hereby acknowledge:

- 1. Name of Corporation. The name of the corporation is **BRIAR OAKS HOMEOWNERS' ASSOCIATION, INC.**, a Florida corporation not-for-profit (the "Association").
- 2. Principal Office. The principal office of the Association is 4600 West Cypress Street, Suite 200, Tampa, Florida 33607.
- 3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the Registered Agent of the Association is:

CT CORPORATION SYSTEMS.

4. Definitions. The AMENDED AND RESTATED DECLARATION FOR BRIAR OAKS (the "Declaration") will be recorded in the Public Records of Pasco County, Florida, and shall govern all of the operations of a community to be known as BRIAR OAKS. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of the Association. The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration, Bylaws and these Articles; and (c) administer the interests of the Association and the Owners.

6. Not for Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of the Association. Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1. To perform all the duties and obligations of the Association set forth in the Declaration and Bylaws, as herein provided;

7.2. To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and BRIAR OAKS;

7.3. To operate and maintain the SWMS. The Association shall operate, maintain and manage the SWMS in a manner consistent with the Permit requirements and applicable SWFWMD rules, and shall assist in the enforcement of the provisions of the Declaration that relate to the SWMS. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the SWMS;

7.4. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and Bylaws;

7.5. To pay all Operating Expenses, including, but not limited to, all licenses, taxes or

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governmental charges levied or imposed against the property of the Association:

7.6. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration;

7.7. To borrow money, and (i) if prior to the Turnover Date, upon the approval of (a) a majority of the Board; and (b) the consent of Declarant, or (ii) from and after the Turnover Date, approval of (a) a majority of the Board; and (b) fifty-one percent (51%) of the Voting Interests present (in person or by proxy) at a duly noticed meeting of the members, 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;

7.8. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of BRIAR OAKS to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration;

7.9. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

7.10. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, BRIAR OAKS, the Common Areas, Lots, Parcels and Homes as provided in the Declaration and to effectuate all of the purposes for which Association is organized;

7.11. To 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;

7.12. To employ personnel and retain independent contractors to contract for management of the Association, BRIAR OAKS, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association;

7.13. To contract for services to be provided to, or for the benefit of, Association, Owners, the Common Areas, and BRIAR OAKS as provided in the Declaration, such as, but not limited to, telecommunications services, maintenance, garbage pick-up, and utility services;

7.14. To establish committees and delegate certain of its functions to those committees;

7.15. To require all of the Owners to be members of the Association; and

7.16. To take any other action necessary in furtherance of the purposes for which the Association is organized.

8. Voting Rights. Owners and Declarant shall have the voting rights set forth in the Declaration.

9. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. Prior to Turnover, the initial number of Directors shall be three (3). Board members shall be appointed and/or elected as stated in the Bylaws. After the Turnover Date, the election of Directors shall be held at the annual meeting. The names and addresses of the members of the Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Joe Fulghum	4600 West Cypress Street, Suite 200 Tampa, Florida 33607

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NAME	ADDRESS
Craig Hotop	4600 West Cypress Street, Suite 200 Tampa, Florida 33607
Jeffrey Morin	4600 West Cypress Street, Suite 200 Tampa, Florida 33607

10. Dissolution. In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In the event of termination, dissolution or final liquidation of the Association, the responsibility of the operation and maintenance of the SWMS must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the SWFWMD prior to such termination, dissolution or liquidation.

11. Duration. Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

12. Amendment.

12.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2 Amendments prior to the Turnover. Prior to the Turnover, but subject to the general restrictions on amendments set forth above, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever, except to the extent limited by applicable law. Declarant's right to amend under this Section is to be construed as broadly as possible. In the event the Association shall desire to amend these Articles prior to the Turnover, the Association must first obtain Declarant's prior written consent to any proposed amendment. An amendment identical to that approved by Declarant may be adopted by the Association pursuant to the requirements for amendments from and after the Turnover. Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

12.3 Amendments From and After the Turnover. After the Turnover, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) a majority of the Board; and (ii) fifty-one percent (51%) of the Voting Interests present (in person or by proxy) at a duly noticed meeting of the members.

12.4 Compliance with HUD, FHA, VA, FNMA, GNMA and SWFWMD. Prior to the Turnover, the Declarant shall have the right to amend these Articles, from time to time, to make such changes, modifications and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, GNMA, SWFWMD, or any other governmental agency or body as a condition to, or in connection with such agency's or body's regulatory requirements or agreement to make, purchase, accept, insure, guaranty or otherwise approve loans secured by mortgages on Lots. No approval or joinder of the Association, other Owners, or any other party shall be required or necessary to such amendment. After the Turnover, but subject to the general restrictions on amendments set forth above, the Board shall have the right to amend these Articles, from time to time, to make such changes, modifications and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, GNMA, SWFWMD or any other governmental agency or body as a condition to, or in connection with such agency's or body's

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regulatory requirements or agreement to make, purchase, accept, insure, guaranty or otherwise approve loans secured by mortgages on Lots. No approval or joinder of the Owners, or any other party shall be required or necessary to any such amendments by the Board.

13. Limitations.

13.1. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2. Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant.

13.3. Bylaws. These Articles shall not be amended in a manner that conflicts with the Bylaws.

14. Officers. The Board shall elect a President, Vice President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	Joe Fulghum
Vice President:	Craig Hotop
Secretary:	Craig Hotop
Treasurer:	Jeffrey Morin

15. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

16. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its Directors or Officers or Declarant, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are Officers, Directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

[Signature on the Following Page]

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IN WITNESS WHEREOF, for the purpose of amending and restating the Articles of Incorporation of this Association the undersigned executed these Amended and Restated Articles of Incorporation as of this 14 day of October, 2013.

DECLARANT:

RL REGI-FL PASCO COUNTY, LLC, a Florida limited liability company

By: Lennar Homes, LLC, a Florida limited liability company its sole member

By: [Signature]
Name: Mark M. Shep
Title: Vice President

(COMPANY SEAL)

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 16th day of October, 2013.

CT CORPORATION SYSTEM


 By: _____
 Print Name: Madonna Cuddihy
 Title: Special Assistant Secretary

Registered Office:

1200 South Pine Island Road
Plantation, Florida 33324

Principal Corporate Office:

4600 West Cypress Street, Suite 200
Tampa, Florida 33807

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