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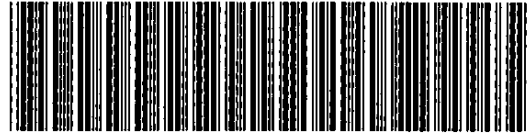
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Belle Montclair Townhome Homeowners' Association, Inc.

DOCUMENT NUMBER: N06000004303

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ms. Janet M. Henderson
Trinkle, Redman, Swanson, Coton,
Davis & Smith, P.A.
P.O. Drawer TT
Plant City, FL 33564-9040

For further information concerning this matter, please call:

JAN HENDERSON @
Trinkle, Redman, Swanson, Coton,
Davis & Smith, P.A.
(813) 752-6133 / FAX: (813) 754-8957

Enclosed is a check for the following amount:

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Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
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Certificate of Status &
Certified Copy
(Additional Copy is enclosed) |
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

BELLE MONTCLAIR TOWNHOME HOMEOWNERS' ASSOCIATION, INC.

Document Number: N06000004303

FEI Number: 20-4780768

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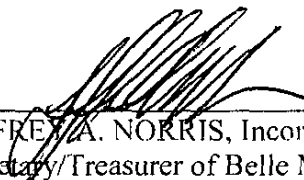
Pursuant to the provisions of Section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED

All articles of the original Articles of Incorporation are amended. This corporation was incorporated by an on-line filing, but to comport with the By-Laws and Declaration of Covenants, Condition, and Restrictions of Belle Montclair Townhome Homeowners' Association, Inc., certain powers, procedures, and rights must be specifically spelled out. Therefore, the original articles I – VI have been incorporated into the Amended Articles I – XIII. as attached.

The date of adoption of the amendments was July 5, 2006.

Adoption of Amendments: There are no members or members entitled to vote on the amendments at this time. The amendments were adopted by the Board of Directors.



JEFFREY A. NORRIS, Incorporator and
Secretary/Treasurer of Belle Montclair Townhome
Homeowners' Association, Inc.

AMENDED ARTICLES OF INCORPORATION
OF
BELLE MONTCLAIR TOWNHOME HOMEOWNERS' ASSOCIATION, INC.
A Florida Corporation Not for Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Amended Articles of Incorporation for the purpose of amending a corporation not for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is Belle Montclair Townhome Homeowners Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association" in these Articles.)

ARTICLE II
OFFICE AND REGISTERED AGENT

This Association's registered office is 1109 Marbella Plaza Drive, Tampa, FL, 33619, Hillsborough County, Florida, and its Registered Agent is Russell K. Peavyhouse, Esquire, who maintains a business office at 121 North Collins Street, Plant City, Florida, 33563. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence lots within that certain tract of property (hereinafter called the Property) in Hillsborough County, Florida and more particularly described as Belle Montclair Townhomes.

ARTICLE IV
POWERS OF ASSOCIATION

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the Declaration) applicable to the property as recorded or to be recorded in the Public Records of Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, specifically including 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) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for services, such as to provide for operation and maintenance of facilities including surface water management system facilities.

(e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

(k) Summary of Powers. The Association's powers, some of which are set forth in more detail herein above, therefore include, but are not limited to, the power to:

- (1) Own and convey property.
- (2) 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.
- (3) Establish rules and regulations.
- (4) Assess members and enforce assessments.
- (5) Sue and be sued.
- (6) Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.
- (7) Require all the lot owners, parcel owners, or unit owners to be members.
- (8) Exist in perpetuity; however, in the event 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 the Association.
- (9) Take any other action necessary for the purposes for which the Association is organized.

ARTICLE V VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

(1) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(2) on the anniversary date five years from the date when the first Lot is conveyed to an individual purchaser.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The Association's affairs are managed by a Board of Directors composed of three or more Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number not to exceed five (5). The Directors named below shall serve until this Association's annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, if any, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Larry E. Chadwell, Sr. (President)
1109 Marbella Plaza Drive
Tampa, Florida 33619

Brenda Chadwell (Vice President)
1109 Marbella Plaza Drive
Tampa, Florida 33619

Jeffrey A. Norris (Secretary and Treasurer)
1109 Marbella Plaza Drive
Tampa, Florida 33619

ARTICLE VII INCORPORATOR

The name and residence of the incorporator is:

Jeffrey A. Norris
1109 Marbella Plaza Drive
Tampa, Florida 33619

ARTICLE VIII DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of the Association's assets including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit on any member or other private individual.

ARTICLE IX DURATION

This Association shall exist until it is terminated pursuant to the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation, the By-Laws, or Florida statutes.

ARTICLE X BY-LAWS

This Association's By-Laws initially were adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of a majority of each class of members, except as to those provisions for Amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XI AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the Laws of the State of Florida, provided that each such amendment must have the approval in writing of two-thirds (2/3) of the entire membership, except as to those provisions for Amendment which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles, the incorporators intend its provisions to be

consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

**ARTICLE XIII
FHA/VA APPROVAL**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of amending the Articles for this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Amended Articles of Incorporation this 5TH day of July, 2006.



Jeffrey A. Norris
Incorporator

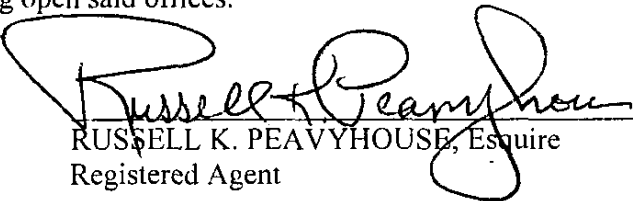
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

That BELLE MONTCLAIR TOWNHOMES HOMEOWNERS' ASSOCIATION,
INC., desiring to organize under the laws of the State of Florida, with its principal place of
business in Tampa, Hillsborough County, Florida, has named RUSSELL K.
PEAVYHOUSE, ESQUIRE, located at 121 North Collins Street, Plant City, Florida,
33563, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said offices.


RUSSELL K. PEAVYHOUSE, Esquire
Registered Agent

06 JUL 25 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED