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RUSTY CREEK HOMEOWNERS' ASSOCIATION, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

2007 FEB 15 PM 2: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RUSTY CREEK HOMEOWNERS' ASSOCIATION, INC.

The undersigned hereby certify and acknowledge that these amended and restated Articles of Incorporation for Rusty Creek Homeowners' Association, Inc., a not-for-profit corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Chapter 719 and Chapter 723, Florida Statutes, as amended (the "Acts") and originally filed with the Secretary of State on the 30th of June, 2006, have been duly adopted by the Board of Directors this 29 day of December, 2006, without member approval nor is member approval required. Any amendments included herein have been adopted pursuant to Florida Statutes Section 617.1007(4) and 723.078(5), and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of the Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

ARTICLE I
NAME


The name of this corporation is RUSTY CREEK HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called "Association" in these Articles).

ARTICLE II
OFFICE AND REGISTERED AGENT

The Association's registered office and mailing address is 31448 Reed Road, Dade City, Florida 33523. The Association's registered agent is LEONARD H. JOHNSON, ESQUIRE, who maintains a business office at 37837 Meridian Avenue, Suite 100, Dade City, Florida 33525. 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.

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above Articles. I certify that I am familiar with and accept the appointment and responsibilities of the Registered Agent.


Leonard H. Johnson
Registered Agent

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ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purpose for which it is formed are to provide for the maintenance, preservation and architectural control of common areas and residential lots within that certain tract of property (hereinafter called the "Properties") in Pasco County, Florida, and more particularly described as:

SEE EXHIBIT "A" ATTACHED HERETO,

or such other property as may be added in accordance with the Declaration of Covenants, Conditions, Restrictions and Easements of Rusty Creek.

ARTICLE IV
POWERS

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 for RUSTY CREEK (hereinafter called the "Declaration") applicable to the Properties and recorded or to be recorded in the Public Records of Pasco 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, 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;
- (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;
- (e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interest in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

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(f) Dedications. With the approval of two-thirds (2/3) of each class of 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 two-thirds (2/3) of each class of members determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of 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 and Common Area (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(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 this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued;

(l) Surface Water Management. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and to contract for services for operation and maintenance of the surface water management system facilities;

(m) Contracts. To contract for services; and

(n) Other. Engage in all lawful acts permitted or authorized by law, and to take any other action necessary for the purposes for which the Association is formed.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may

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not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot.

ARTICLE VI **VOTING RIGHTS**

The voting rights of members are as set forth in the Declaration.

ARTICLE VII **BOARD OF DIRECTORS**

Section 1. This Association's affairs are managed by a Board of Directors initially comprised of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, and at all times it shall be no fewer than three (3) members nor more than five (5) members. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, 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:

Name:	Vicky J. Johnson Daniel C. Johnson David L. Johnson
Address of all Directors:	31448 Reed Road Dade City, Florida 33523.

ARTICLE VIII **DURATION**

This Association exists perpetually.

ARTICLE IX **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 consent 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 this Association's assets, together with the

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control or right of access to any property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to the Association and devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X **BY-LAWS**

This Association's By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to the By-Laws; in those circumstances such provisions shall control the alteration, amendment or rescission the By-Laws.

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. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to these Articles by a different percentage than established by law; in those circumstances such provisions shall control the amendment to these Articles.

ARTICLE XII **INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for 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 **INCORPORATOR**

The names and residences of the incorporators are:

Vicky J. Johnson, President/Secretary/Director
31448 Reed Road
Dade City, Florida 33523

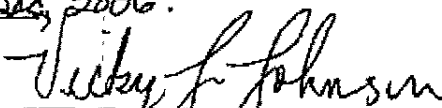
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Daniel C. Johnson, Vice-President/Treasurer/Director
31448 Reed Road
Dade City, Florida 33523

David L. Johnson, Director
31448 Reed Road
Dade City, Florida 33523.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Amended and Restated Articles of Incorporation for Rusty Creek Homeowners' Association, Inc., this 29th day of Dec, 2006.


Vicky J. Johnson



Daniel C. Johnson

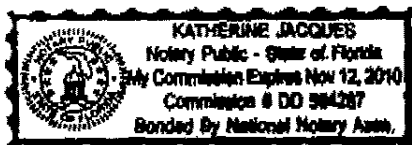

David L. Johnson

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 29th day of December 2006, by VICKY J. JOHNSON, as President and Director, of RUSTY CREEK HOMEOWNERS' ASSOCIATION, INC., on behalf of said corporation, and who acknowledged before me that the execution thereof is her free act and deed. She (☒) is personally known to me or () has produced a driver's license as identification.

My Commission Expiration
and Commission Number:


Print Name KATHERINE JACQUES
NOTARY PUBLIC - STATE OF FLORIDA



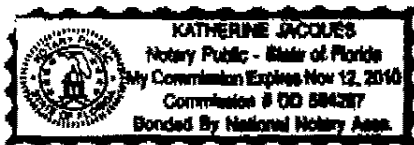
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STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 21st day of December 2006 by DANIEL C. JOHNSON, as Vice-President and Director, of RUSTY CREEK HOMEOWNERS' ASSOCIATION, INC., on behalf of said corporation, and who acknowledged before me that the execution thereof is his free act and deed. He (✓) is personally known to me or () has produced a driver's license as identification.

My Commission Expiration
and Commission Number:

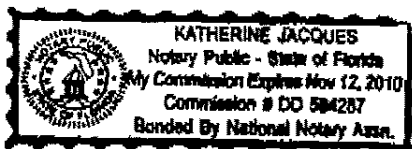


Katherine Jacques
Print Name KATHERINE JACQUES
NOTARY PUBLIC - STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 21st day of December 2006 by DAVID JOHNSON, as Vice-President and Director, of RUSTY CREEK HOMEOWNERS' ASSOCIATION, INC., on behalf of said corporation, and who acknowledged before me that the execution thereof is his free act and deed. He (✓) is personally known to me or () has produced a driver's license as identification.

My Commission Expiration
and Commission Number:



Katherine Jacques
Print Name KATHERINE JACQUES
NOTARY PUBLIC - STATE OF FLORIDA

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EXHIBIT "A"

DESCRIPTION: Overall Parcel

The North 1/2 of the Northwest 1/4 of Section 35, Township 24 South, Range 20 East, Pasco County, Florida

LESS the following described parcel;

Commence at the Southwest corner of the North 1/2 of the Northwest 1/4 of Section 35, Township 24 South, Range 20 East, Pasco County, Florida; thence along the South line thereof, N.89°59'10"E., a distance of 25.00 feet to the Easterly right-of-way line of Scharber Road, as now located, thence along said line and parallel to the West line of said Northwest 1/4, N.00°05'26"W., a distance of 758.00 feet; thence leaving said line N.89°59'10"E., a distance of 1015.00 feet; thence S.57°30'53"E., a distance of 415.05 feet; thence N.89°59'10"E., a distance of 510.25 feet for a POINT OF BEGINNING; thence N.00°05'26"W., a distance of 780.68 feet to the North line of said Northwest 1/4, thence along said line N.89°53'41"E., 430.20 feet to the West line of the East 331.00 feet of the North 1/2 of said Northwest 1/4; thence along said line S.00°03'27"E., a distance of 781.37 feet; thence leaving said line S.89°59'10"W., a distance of 429.75 feet to the POINT OF BEGINNING.

DESCRIPTION: Ingress/Egress and Utility Easement

A strip of land lying within the North 1/2 of the Northwest 1/4 of Section 35, Township 24 South, Range 20 East, Pasco County, Florida, being more particularly described as follows:

For a Point of Reference commence at the Southwest corner of the North 1/2 of the Northwest 1/4 of said Section 35; thence N.89°59'10"E., along the South boundary of said North 1/2 of the Northwest 1/4, a distance of 25.00 feet to the Easterly right-of-way line of Scharber Road; thence N.00°05'26"W., along said Easterly right-of-way a distance of 723.00 feet for a POINT OF BEGINNING; thence continue along said Easterly right-of-way N.00°05'26"W., a distance of 70.00 feet; thence N.89°59'10"E., a distance of 1,015.05 feet; thence S.57°30'53"E., a distance of 415.05 feet to a point of curvature; thence easterly 273.38 feet along the arc of a curve to the left, said curve having a radius of 350.00 feet, a central angle of 44°45'08", and a chord bearing and distance of S.79°53'27"E., 266.48 feet; thence N.77°43'59"E., a distance of 188.49 feet to a point of curvature; thence easterly 64.16 feet along the arc of a curve to the right, said curve having a radius of 300.00 feet, a central angle of 12°15'11", and a chord bearing and distance of N.83°51'34"E., 64.03 feet; thence N.89°59'16"E., a distance of 344.80 feet to a non-tangent point of curvature; thence southeasterly 188.48 feet along the arc of a curve to the right, said curve having a radius of 120.00 feet, a central angle of 89°59'40", and a chord bearing and distance of S.45°01'00"E., 169.70 feet; thence S.89°58'50"W., a distance of 70.00 feet to a non-tangent point of curvature; thence northwesterly 78.53 feet along the arc of a curve to the left, said curve having a radius of 50.00 feet, a central angle of 89°59'40", and a chord bearing and distance of N.45°01'00"W., 70.71 feet; thence S.89°59'16"W., a distance of 344.80 feet to a non-tangent point of curvature; thence westerly 49.19 feet along the arc of a curve to the left, said curve having a radius of 230.00 feet, a central angle of 12°15'11", and a chord bearing and distance of S.83°51'35"W., 49.09 feet; thence S.77°43'59"W., a distance of 188.49 feet to a point of curvature; thence westerly 328.05 feet along the arc of a curve to the right, said curve having a radius of 420.00 feet, a central angle of 44°45'08", and a chord bearing and distance of N.79°53'27"W., 319.77 feet; thence N.55°01'58"W., a distance of 126.50 feet; thence N.57°30'53"W., a distance of 259.67 feet; thence S.89°59'10"W., a distance of 1,004.75 feet to the POINT OF BEGINNING.

Containing 3.870 acres more or less.

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