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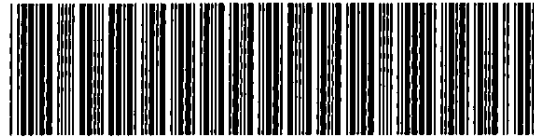
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*Amended &
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Articles*

RECEIVED
08 MAY 14 AM 10:45
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TALLAHASSEE, FLORIDA

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2008 MAY 14 PM 3:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
19



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 570100 85036A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 43.75

ORDER DATE : May 14, 2008

ORDER TIME : 10:02 AM

ORDER NO. : 570100-005

CUSTOMER NO: 85036A

DOMESTIC AMENDMENT FILING

NAME: DEL PRADO PROPERTY OWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

DEL PRADO PROPERTY OWNERS ASSOCIATION, INC.

A Florida Corporation Not For Profit

FILED

2008 MAY 14 PM 3:44

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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 and Restated Articles of Incorporation for the purpose of amending and restating the Articles of Incorporation filed on June 14, 2007 (document #N07000005891).

ARTICLE I

NAME AND PRINCIPAL OFFICE ADDRESS

The name of this corporation is **DEL PRADO PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida corporation not for profit (hereinafter called the "POA" in these Articles). The principal office and mailing address of this Corporation is 2901 Rigsby Lane, Safety Harbor, Florida 34695.

ARTICLE II

OFFICE AND REGISTERED AGENT

This POA's principal office is 2901 Rigsby Lane, Safety Harbor, Florida 34695, Pinellas County, Florida, and its registered agent is ROBERT A. FORLIZZO, who maintains an office at 2903 Rigsby Lane, Safety Harbor, Florida 34695. Both this POA'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 POA 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 repair of all of the Surface Water Management Facilities as defined in the Declaration and REA recorded in the Public Records of Lee County, Florida, in connection with the development of Paradise Shoppes at Del Prado located on the southeast corner of U.S. Highway 41 and Del Prado Boulevard, Lee County, Florida (the "Property").

ARTICLE IV

POWERS

Without limitation, this POA is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this POA set forth in that certain Declaration of Covenants and Conditions of Paradise Shoppes at Del Prado (the "Declaration") and that certain Reciprocal Easement Agreement with Covenants, Conditions and Restrictions (REA) applicable to the Property and both of which are recorded or to be recorded in the Public Records of Lee County, Florida, and as the same may be amended from time to time as therein provided, said Declaration and REA being incorporated herein as if set forth in full.

(b) Own and convey property.

(c) Pursuant to the provisions of the Declaration and REA operate and maintain common property, private roads access easements, utility easements, drainage easements, and any surface water management system as permitted by the Southwest Florida Water Management District 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 which are contained within the Property and which are not owned and dedicated to a governmental entity.

(d) Establish rules and regulations.

(e) Assess Members and enforce said assessments.

(f) Sue and be sued.

(g) Contract for services to provide for operation and maintenance of property (tracts and easements) dedicated to the POA.

(h) Require all the property owners to be Members.

(i) Exist in perpetuity. However, if the POA is dissolved; (1) the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation; and (2) without first offering to dedicate the private roads and buffer zones to Lee County or other appropriate governmental agency, any of these areas may not be transferred by sale, or otherwise, except to a non-profit organization conceived and organized to maintain such common areas.

(j) Take any other action necessary for the purposes for which the POA is organized.

(k) Rules. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the common area consistent with the rights and duties established by the Declaration and these Articles.

(l) General. I 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 reasonable to be implied from the existence of any right, power or privilege so granted. The POA may enter into litigation, mediation or arbitration to enforce their rights as stated herein or to defend themselves against any claims made against the POA.

(m) Enforcement. To enforce by legal means the obligations of the Members of the Corporation, the provisions of the Declaration, and the provision of the dedication or conveyance of the corporate property to the Corporation with respect to the use and maintenance thereof.

ARTICLE V **VOTING RIGHTS**

The POA shall have one (1) class of voting membership, which shall be comprised of the Owners of Parcels in Paradise Shoppes at Del Prado Property. Each Owner shall have one (1) vote for each one thousand (1,000) square feet of land area in its Parcel. There shall be no vote for any remaining portion of a Parcel that is less than one thousand (1,000) square feet. The Developer as defined in the Declaration shall be entitled to appoint a majority of the Board of Directors until December 31, 2010, or until Developer sells all the Parcels in the Property, whichever first occurs.

ARTICLE VI **MEMBERSHIP**

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Parcel that is subject to the provisions of the Declaration is a member of this POA, including contract sellers, but excluding all other persons who hold any interest in any Parcel merely as security for the performance of an obligation. An Owner of more than one Parcel is entitled to one membership for each Parcel owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Parcel that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Parcel. Each membership is transferred automatically by conveyance of title of a Parcel.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. This POA's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this POA's By-Laws, but at all times it must be a number that is a multiple of three (3). The initial Directors named below or successors appointed by the Developer shall serve until the Developer turns control of the POA over to the Members as provided in Article V hereof. The term of office for all Directors is one (1) 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, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written 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 POA 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: MICHAEL P. CONNOR
 2901 Rigsby Lane
 Safety Harbor, FL 34695

 GEORGE K. KIDMAN
 2901 Rigsby Lane
 Safety Harbor, FL 34695

 ROBERT A. FORLIZZO
 2903 Rigsby Lane
 Safety Harbor, Florida 34695

ARTICLE VIII
INCORPORATOR

The name and residence of the incorporator is:

Name: ROBERT A. FORLIZZO
Address: 2903 Rigsby Lane
 Safety Harbor, FL 34695

ARTICLE IX **DISSOLUTION**

This POA 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 sixty percent (60%) of the Members. Upon dissolution of this POA, in any manner other than incident to a merger or consolidation, all of this POA's assets must be conveyed pursuant to the provisions of Article IV hereof.

ARTICLE X **DURATION**

This POA exists perpetually.

ARTICLE XI **BYLAWS**

This POA's By-Laws initially will be adopted by the Board of Directors. Until the Developer (as defined in the Declaration) or his successors and assigns, transfer control of the POA to the Members as provided in Article VI of the Declaration, only the Developer may amend the By-Laws. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of sixty percent (60%) of the Members.

ARTICLE XII **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 sixty percent (60%) of the entire membership.

ARTICLE XIII **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. By subscribing and filing 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.

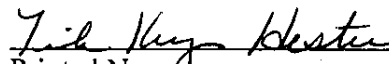
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Amended and Restated Articles of Incorporation this 13 day of May, 2008.


ROBERT A. FORLIZZO, Incorporator
Treasurer

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared ROBERT A. FORLIZZO, to me well known to be the person described in, and who signed the foregoing Amended and Restated Articles of Incorporation of **DEL PRADO PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida Corporation Not For Profit, and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth herein. He is personally known to me.

WITNESS my hand and official seal this 13 day of May, 2008.


Printed Name: TEIAH KAY HESTER
Notary Public
My Commission Expires: 3/3/09



These **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF DEL PRADO PROPERTY OWNERS' ASSOCIATION, INC., A Florida Corporation Not For Profit**, were adopted by the board of directors on May 12, 2008, and does not contain any amendments requiring member approval.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

DEL PRADO PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit, with its principal office, as indicated in its Articles of Incorporation, at 2901 Rigsby Lane, Safety Harbor, Florida 34695, County of Pinellas, State of Florida, has named **ROBERT A. FORLIZZO**, whose business office is 2903 Rigsby Lane, Safety Harbor, Florida 34695, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 607.0505, relative to the proper and complete performance of my duties.


ROBERT A. FORLIZZO

Date: 5/13, 2008.