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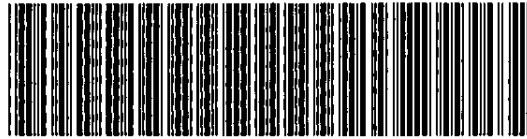
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*Amend
Tennis
9-28-11*

FORLIZZO LAW GROUP, P.A.

ATTORNEYS AT LAW

ROBERT A. FORLIZZO
Admitted in Florida, New York
AND CALIFORNIA

Email: bob@forlizzolawgroup.com

September 21, 2011

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

VIA FEDERAL EXPRESS

Re: Del Prado Property Owner's Association, Inc.

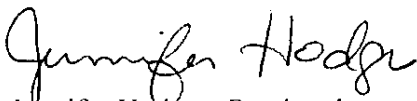
To Whom It May Concern:

As a follow up to the enclosed letter of September 14, 2011, enclosed please find our firm's trust account check no. 6148, in the amount of \$61.25 to cover the additional cost needed for the filing of the Reinstatement and Second Amended Articles. I would appreciate it if you could please return the filed Reinstatement and Second Amended Articles to me at your earliest convenience.

Thank you for your cooperation in this matter and if you have any questions, please feel free to contact me.

Very truly yours,

FORLIZZO LAW GROUP, P.A.



Jennifer Hodges, Paralegal to
Robert A. Forlizzo

RAF/jnh
Enclosures

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DEL PRADO PROPERTY OWNERS' ASSOCIATION, INC.
A Florida Corporation Not For Profit**

FILED
SEP 26 AM 11:27
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 Second Amended and Restated Articles of Incorporation for the purpose of amending and restating the Articles of Incorporation filed on June 14, 2007 and restated and amended on May 14, 2008 (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**

The principal office of the POA 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. The 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 Surface Water Declaration recorded in the Public Records of Lee County, Florida, in connection with the development of Shoppes at Del Prado, which is more particularly described on Exhibit "A" attached hereto, located on the southeast corner of U.S. Highway 41 and Del Prado Boulevard, Lee County, Florida (the "Property"), and which will be plotted into a commercial subdivision pursuant to the rules and regulations of Lee County, Florida (the "Plat").

ARTICLE IV **POWERS**

Without limitation, this POA is empowered to:

(a) Exercise all rights, powers, privileges and perform all duties, of this POA set forth in that certain Surface Water Declaration (the "Declaration") and that certain Declaration of Easements and Restrictive Covenants ("DERC") 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 DERC being incorporated herein as if set forth in full.

(b) Own and convey property.

(c) Pursuant to the provisions of the Declaration and DERC operate and maintain common property, private roads access easements, utility easements, drainage easements, and any surface water management system as permitted by the South Florida Water Management District ("SFWMD") 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 dedicated to the POA.

(h) Require all the owners of the Property to be Members.

(i) Exist in perpetuity. However, if the POA is dissolved; (1) the property consisting of the surface water management facilities shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management facilities shall be dedicated to a similar non-profit corporation; and (2) no private roadways or buffer zones shown on the Plat shall be transferred by sale, or otherwise, except to a non-profit organization conceived and organized to maintain such common areas; provided, however, prior to such transfer, such private roadways and buffer zones shall first be offered to Lee County, Florida or other appropriate governmental agency.

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

(k) 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) 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) 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 Lots in the Property. Each Owner shall have one (1) vote for each one thousand (1,000) square feet of land area in its Lot. There shall be no vote for any remaining portion of a Lot 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, 2015, or until Developer sells all the Lots in the Property, whichever first occurs. At such time, the Developer shall transfer control of the POA to the Members who shall elect all Members of the Board.

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

Based on the foregoing formula, the votes allotted to each Lot are as follows:

<u>Lot</u>	<u>Votes</u>
1	78
2	427
3	47
4	68
5	46
6	42

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: CHARLES A. ERNST, JR.
2901 Rigsby Lane
Safety Harbor, FL 34695

ROBERT GREEN
2851 John Street, Suite 1
Markham, Ontario, Canada L3R 5R7

JEFFREY PRESTON
400 Clematis Street, Suite 201
West Palm Beach, FL 33401

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(i) 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 DERC) or his successors and assigns, transfer control of the POA to the Members as provided in Article V 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 voting interest of the Members.

ARTICLE XIII
INTERPRETATION

Express reference is made to the DERC and the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the DERC and 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 DERC and the Declaration and to be interpreted, construed, and applied with those of the DERC and 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 Second Amended and Restated Articles of Incorporation this 25th day of August, 2011.

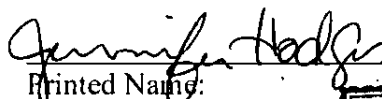


ROBERT A. FORLIZZO, Incorporator

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 Second 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 25th day of August, 2011.



Printed Name:
Notary Public
My Commission Expires:



These **SECOND 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 August 25, 2011, 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: Aug 25, 2011.

EXHIBIT "A"

PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9 AND 10, BLOCK 2, TAMIAMI CITY SUBDIVISION AS RECORDED IN PLAT BOOK 9, PAGES 6 AND 7, PUBLIC RECORDS OF LEE COUNTY, FLORIDA AND PART OF THE NORTHWEST QUARTER OF SECTION 22, TOWNSHIP 43 SOUTH, RANGE 24 EAST, LEE COUNTY, FLORIDA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF TRACT "A", SABAL SPRINGS GOLF & RACQUET CLUB, UNIT TWO, AS RECORDED IN PLAT BOOK 43, PAGES 74 THROUGH 82, PUBLIC RECORDS OF LEE COUNTY, FLORIDA; THENCE RUN S.00°10' 42"E ALONG THE WEST LINE OF SAID TRACT "A" AND THE WEST LINE OF BLOCK 14 OF SAID SABAL SPRINGS GOLF & RACQUET CLUB, UNIT TWO FOR 190.12 FEET TO A POINT OF CURVATURE; THENCE RUN SOUTHEASTERLY ALONG THE WESTERLY LINE OF SAID BLOCK 14 FOR 96.32 FEET ALONG THE ARC OF A CURVE CONCAVE NORTHEASTERLY, WITH A RADIUS OF 322.50 FEET, A DELTA OF 17°06'42" A CHORD BEARING OF S.08°44'08"E. AND A CHORD DISTANCE OF 95.96 FEET TO A POINT OF TANGENCY; THENCE RUN S 17°17'28"E. ALONG THE WESTERLY LINE OF SAID BLOCK 14 FOR 78.01 FEET TO A POINT OF CURVATURE; THENCE RUN SOUTHEASTERLY ALONG THE WESTERLY LINE OF SAID BLOCK 14 FOR 18.67 FEET ALONG THE ARC OF A CURVE CONCAVE SOUTHWESTERLY, WITH A RADIUS OF 62.50 FEET, A DELTA OF 17°06'47". A CHORD BEARING OF S.08°44'05"E. AND A CHORD DISTANCE OF 18.60 FEET TO A POINT OF REVERSE CURVATURE; THENCE RUN SOUTHEASTERLY ALONG THE WESTERLY LINE OF SAID BLOCK 14 FOR 307.99 FEET ALONG THE ARC OF A CURVE CONCAVE NORTHEASTERLY, WITH A RADIUS OF 902.50 FEET, A DELTA OF 19°33'10", A CHORD BEARING OF S.09°5 7'17"E. AND A CHORD DISTANCE OF 306.50 FEET TO A POINT OF TANGENCY; THENCE RUN S.19°43'52"E. ALONG THE WESTERLY LINE OF SAID BLOCK 14 FOR 218.49 FEET TO A POINT OF CURVATURE; THENCE RUN SOUTHWESTERLY ALONG THE NORTHWESTERLY LINE OF SAID BLOCK 14 FOR 75.57 FEET ALONG THE ARC OF A CURVE CONCAVE NORTHWESTERLY, WITH A RADIUS OF 52.50 FEET, A DELTA OF 82°28'08", A CHORD BEARING OF S.21°30'12"W. AND A CHORD DISTANCE OF 6921 FEET TO A POINT OF TANGENCY; THENCE RUN S.6°44'16"W. ALONG THE NORTHWESTERLY LINE OF SAID BLOCK 14 FOR 143.04 FEET TO A POINT OF CURVATURE; THENCE RUN SOUTHWESTERLY ALONG THE NORTHWESTERLY LINE OF SAID BLOCK 14 FOR 56.45 FEET ALONG THE ARC OF A CURVE CONCAVE NORTHWESTERLY, WITH A RADIUS OF 77.50 FEET, A DELTA OF 41°44'00", A CHORD BEARING OF S.83°36'16"W. AND A CHORD DISTANCE OF 55.21 FEET TO A POINT OF TANGENCY THENCE RUN N.75°31'44"W. ALONG THE NORTHERLY LINE OF SAID BLOCK 14 FOR 250.64 FEET TO A POINT OF CURVATURE; THENCE RUN SOUTHWESTERLY ALONG THE NORTHWESTERLY LINE OF SAID BLOCK 14 FOR 402.54 FEET ALONG THE ARC OF A CURVE CONCAVE SOUTHEASTERLY, WITH A RADIUS OF 222.50 FEET, A DELTA OF 103°39'32", A CHORD BEARING OF S.52°38'26"W. AND A CHORD DISTANCE OF 349.85 FEET TO A POINT OF TANGENCY; THENCE RUN S.00°48'43"W. ALONG THE WESTERLY LINE OF SAID BLOCK 14 FOR 25.22 FEET TO A POINT ON THE NORTH LINE OF TRACT "C" OF THE AFORESAID SABAL SPRINGS GOLF & RACQUET CLUB, UNIT TWO; THENCE RUN N.89°11'17"W. ALONG THE NORTH LINE OF SAID TRACT "C" FOR 67.50 FEET TO A POINT ON THE WEST LINE OF THE EAST HALF (E. ½) OF THE NORTHWEST QUARTER (N.W. ¼) OF THE AFORESAID SECTION 22, ALSO BEING THE EAST LINE OF THE AFORESAID TAMIAMI CITY SUBDIVISION; THENCE RUN N.00°49'52"E. ALONG SAID EAST LINE OF SAID TAMIAMI CITY SUBDIVISION FOR 218.08 FEET TO THE SOUTHEAST CORNER OF LOT 10, BLOCK 2 SAID TAMIAMI CITY SUBDIVISION; THENCE RUN S.74°21'50"W. ALONG THE SOUTH LINE OF SAID LOT 10 FOR 571.23 FEET TO THE EASTERLY RIGHT-OF-WAY LINE (AS RECORDED IN OFFICIAL RECORDS BOOK 1156, PAGE 1792, PUBLIC RECORDS OF LEE COUNTY, FLORIDA) OF STATE ROAD 45 (TAMIAMI TRAIL) (U.S. HIGHWAY 41); THENCE RUN N15°38'10"W. ALONG SAID EASTERLY RIGHT-

OF-WAY LINE FOR 161.31 FEET; THENCE RUN N.13°43'41"W. FOR 150.15 FEET TO A POINT ON A NON-TANGENT CURVE; THENCE RUN NORTHWESTERLY ALONG SAID EASTERLY RIGHT-OF-WAY LINE FOR 723.60 FEET ALONG THE ARC OF A CURVE CONCAVE SOUTHWESTERLY, WITH A RADIUS OF 5884.58 FEET, A DELTA OF 07°02'43", A CHORD BEARING OF N.19°09'32"W. AND A CHORD DISTANCE OF 723.14 FEET TO A POINT ON THE SOUTHERLY LINE OF MELLOW DRIVE (AS SHOWN ON LEE COUNTY RIGHT-OF-WAY MAP OF MELLOW DRIVE, SHEET 4 OF 20 FOR COUNTY PROJECT #4013); THENCE RUN N.74°19'39"E. FOR 267.56 FEET TO A POINT OF CURVATURE; THENCE RUN NORTHERLY ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE FOR 527.33 FEET ALONG THE ARC OF A CURVE CONCAVE SOUTHEASTERLY WITH A RADIUS OF 1950.00 FEET, A DELTA OF 15°29'39", A CHORD BEARING OF N.89°04'28"E. AND A CHORD DISTANCE OF 525.72 FEET TO A POINT OF TANGENCY; THENCE RUN N.89°49'18"E. ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE FOR 713.14 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS 32.668 ACRES, MORE OR LESS.

BEARINGS ARE BASED ON THE NORTH LINE OF THE AFORESAID SECTION 22 AS BEING N.89°49'18"E.