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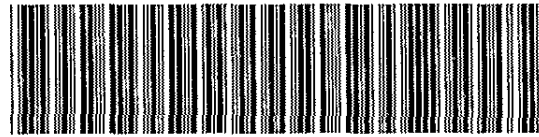
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
Articles

SJ

LAW OFFICES OF

ROBERT C. BURKE, JR., P.A.

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1253 Park St., Clearwater, FL 33756

September 6, 2007

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Oaks of Palm Harbor Financial Centre Condominium Association, Inc.

Gentlemen:

Enclosed please find original and photocopy of Amended and Restated Articles of Incorporation regarding the above referenced corporation.

Further enclosed is a check in the amount of \$43.75 to cover the cost of the filing fee. Please return a certified copy of the Amended and Restated Articles of Incorporation after filing.

Sincerely,

ROBERT C. BURKE, JR., P.A.



Robert C. Burke, Jr.

*Dictated by Mr. Burke but
signed in his absence to
avoid delay in mailing*

RCB/cg
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
OAKS OF PALM HARBOR FINANCIAL CENTRE
CONDOMINIUM ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit, do hereby declare as follows:

ARTICLE I. - NAME OF CORPORATION

The name of this corporation shall be OAKS OF PALM HARBOR FINANCIAL CENTRE CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE II. - GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the condominium known as Oaks of Palm Harbor Financial Centre, a Condominium, located at 2965, 2997, 2999, 3001, and 3003 U.S. Alternate Highway 19, Palm Harbor, Florida 34683, and to perform all acts provided in the Declaration of Condominium of said condominium and the Condominium Act, Chapter 718, Florida Statutes (2006).

ARTICLE III. - POWERS

The Association shall have all of the statutory powers of a corporation not-for-profit and all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium of Oaks of Palm Harbor Financial Centre, a Condominium. As more particularly set forth in the Declaration of Condominium of Oaks of Palm Harbor Financial Centre, a Condominium, the Association may enter into lease agreements and may acquire and enter into agreements acquiring leasehold, membership and other possessory or use interests for terms up to and including ninety-nine (99) years (whether or not such interests relate to property contiguous to the land of the condominium) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, including but not limited to the lease of recreation areas and facilities. In addition, the Association shall have the power to operate and maintain common property, specifically including, without limitation, any surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

ARTICLE IV.- MEMBERS

All persons or entities owning a vested present interest in the fee title to a condominium unit in Oaks of Palm Harbor Financial Centre, a Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Pinellas County, Florida, shall be members of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the condominium, the membership of a unit owner who conveys the unit to the trustee as provided in the Declaration of Condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee.

After the Association approves of a conveyance of a unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Membership shall be appurtenant to and shall not be separated from ownership of the unit.

Prior to the recording of the Declaration of Condominium of Oaks of Palm Harbor Financial Centre, a Condominium, the subscriber hereto shall constitute the sole member of the Association.

ARTICLE V.- VOTING RIGHTS

Each of the ten (10) commercial units in the Condominium shall be entitled to a percentage vote at Association meetings equal to the undivided share in the ownership of the common elements and common surplus attributable to the unit. When more than one person or entity owns a unit in the condominium, the vote for that unit shall be exercised as they, among themselves, determine, but in no event shall more than the vote allocated to that unit be cast with respect to any one unit, and the vote will not be divided among the owners of any one unit. If one (1) owner owns more than one (1) unit such owner shall have the vote allocated to that unit for each unit owned.

ARTICLE VI.- INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII - EXISTENCE

The Association shall exist perpetually unless dissolved according to law. If the Association is dissolved, any 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.

ARTICLE VIII - REGISTERED OFFICE, REGISTERED AGENT, PRINCIPAL PLACE OF BUSINESS

The registered office of the Association shall be at 2138 Palm Harbor Boulevard, Suite B, Palm Harbor, Florida 34683, and the registered agent at such address shall be Michael Cavalaris, until such time as another registered agent is appointed by resolution of the board of directors. The initial principal place of business of the Association shall be 2138 Palm Harbor Boulevard, Suite B, Palm Harbor, Florida 34683.

ARTICLE IX - NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a board of directors which shall consist of not less than three (3) and not more than five (5) persons, as shall be designated by the Bylaws.

ARTICLE X - BOARD OF DIRECTORS AND OFFICERS

The names and mailing addresses of the initial board of directors and officers are as follows:

<u>Name</u>	<u>Address</u>
MICHAEL CAVALARIS	2138 Palm Harbor Boulevard, Suite B Palm Harbor, Florida 34683
PAUL W. BOURDON	2138 Palm Harbor Boulevard, Suite B Palm Harbor, Florida 34683
ROBERT C. BURKE, JR.	2138 Palm Harbor Boulevard, Suite B Palm Harbor, Florida 34683 Clearwater, Florida 33756

The directors shall not be compensated by the Association for their services as directors.

ARTICLE XI - RECALL AND REMOVAL OF DIRECTORS

Subject to the provisions of Article XIII hereof, and the provisions of the Florida Condominium Act, Chapter 718, Florida Statutes, and the rules and regulations promulgated pursuant thereto, directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association.

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association to the maximum extent required and allowed by Florida law. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XIII - RIGHTS OF DEVELOPER

As more particularly set forth in Section 718.301(1), Florida Statutes, Coconut Grove Realty Development, L.C., a Florida limited liability company, which is the developer of Oaks of Palm Harbor Financial Centre, a Condominium, and which is referred to herein as the Developer, shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

A. When fifteen percent (15%) or more of the units in a condominium that will be operated ultimately by the Association are conveyed to owners other than the Developer, such unit owners shall be entitled to elect not less than one-third (1/3) of the directors.

B. Unit owners other than the Developer shall be entitled to elect not less than a majority of the directors upon the occurrence of the earliest of the following:

1. Three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to purchasers; or

2. Three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to purchasers; or

3. When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;

4. When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

5. – Seven (7) years after recordation of the Declaration of Condominium creating the initial phase in the Public Records of Pinellas County, Florida.

C. The Developer shall be entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units in the Condominium. Following the time the Developer relinquishes control of the Association in accordance with the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association and Section 718.301, Florida Statutes, the Developer may exercise the right to vote any Developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

D. Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners.

ARTICLE XIV. - BYLAWS

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in such Bylaws.

ARTICLE XV. - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
MICHAEL CAVALARIS	2138 Palm Harbor Boulevard, Suite B Palm Harbor, Florida 34683

ARTICLE XVI. - AMENDMENT

These Articles of Incorporation may be amended as set forth in Chapter 617, Florida Statutes; provided, however, that any such amendment shall be approved by at least seventy-five percent (75%) of the voting interests of the Association. Until the election of a majority of the directors by unit owners other than Developer, no amendment shall be effective without the written consent of the Developer.

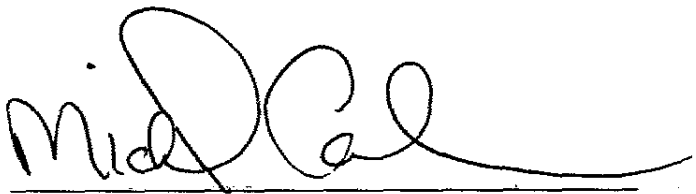
ARTICLE XVII - SWFMWD REQUIREMENTS

The following provisions are included herein for the sole purpose of complying with the requirements of the Southwest Florida Water Management District rules and regulations regarding condominium associations.

The Association has the power to:

- A. Own and convey property.
- B. 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.
- C. Establish rules and regulations.
- D. Assess members and enforce assessments.
- E. Sue and be sued.
- F. Contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company.
- G. Require all unit owners to be members.
- H. Exist in perpetuity; however, if 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, if not accepted by an appropriate governmental unit or public utility, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.
- I. Take any other action necessary for the purposes for which the Association is organized.

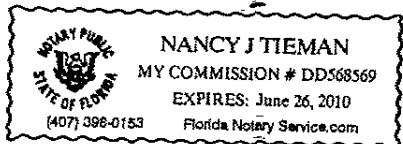
The undersigned, being the Incorporator of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 5TH day of SEPTEMBER, 2007.


MICHAEL CAVALARIS


STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgments in the State and County set forth above, this by MICHAEL CAVALARIS, who is personally known to me and who did not take an oath, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 5 day of SEPTEMBER, 2007, in the aforesaid County and State.



NOTARY PUBLIC


Signature of Notary Public

NANCY J TIEMAN
Printed Name of Notary Public

Commission Number:

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, OAKS OF PALM HARBOR FINANCIAL CENTRE CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida, hereby designates MICHAEL CAVALARIS, whose address is 2138 Palm Harbor Boulevard, Suite B, Palm Harbor, Florida 34683, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above named corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as Registered Agent.

Dated the 5TH day of SEPTEMBER, 2007



MICHAEL CAVALARIS