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DIVISION OF CORPORATIONS

BASIC AMENDMENT

HUCKLEBERRY COMMUNITY ASSOCIATION, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HUCKLEBERRY COMMUNITY ASSOCIATION, INC.,
N/K/A WATERFORD LAKES COMMUNITY ASSOCIATION, INC.**

**THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
HUCKLEBERRY COMMUNITY ASSOCIATION, INC., N/K/A WATERFORD LAKES
COMMUNITY ASSOCIATION, INC.** (these "Articles") are approved this 19th day of
JANUARY, 2000 by the Board of Directors and the Members of Huckleberry
Community Association, Inc., a Florida corporation (the "Association").

WHEREAS, the Articles of Incorporation of the Association (the "1985 Articles") were adopted on March 29, 1985 and recorded at O.R. Book 3625, Page 2108 et. seq. of the Public Records of Orange County, Florida;

WHEREAS, the Association is responsible for, among other things, the ownership, operation, maintenance and preservation of the common areas within the development known as "Waterford Lakes" in Orange County, Florida;

WHEREAS, Article IX of the 1985 Articles provides the Board of Directors and the Members of the Association with the authority to amend the 1985 Articles;

WHEREAS, the Board of Directors and the Members desired to change the name of the Association to Waterford Lakes Community Association, Inc.;

WHEREAS, the Board of Directors and the Members also desired to, among other things, change the designation of the delegate from each Class A Member that is a Neighborhood Association to Neighborhood Representative, clarify that all Florida residents who are Owners of a Lot or Unit within the Development shall be entitled to be elected to the Board of Directors, clarify that Owners of Rental Apartment Buildings have one-fourth (1/4) vote for each Unit in the Rental Apartment Building, and provide a method for Owners of a Lot or Unit in a condominium or residential community of which its Neighborhood Association has dissolved, to elect a Neighborhood Representative to vote on their behalf;

WHEREAS, to incorporate these changes, the Board of Directors and the Members of the Association voted to amend and restate the 1985 Articles in their entirety pursuant to Section 617.1007 of the Florida Statutes; and

WHEREAS, pursuant to Article IX of the 1985 Articles and Sections 617.1006 and 617.1007 of the Florida Statutes, the following events preceded the approval of these Articles:

- a. the Board of Directors proposed this amendment and restatement by a written instrument signed by each of the Directors on or about November 17, 1999;

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- b. the proposed amendment and restatement was transmitted to the President of the Association on or about November 17, 1999;
- c. the Secretary of the Association provided written notice of the proposed amendment and restatement and the date of the meeting of January 19, 2000 to consider such amendment and restatement to the Members of the Association on or about January 12, 2000;
- d. each Member of the Association delivered a written waiver of notice of the meeting held on January 19, 2000, which waivers are deemed the equivalent of giving proper notice to the Members under Section 9.2 of the 1985 Articles;
- e. a meeting to consider the Articles was duly called and held, and a quorum of the Members was present on January 19, 2000;
- f. at the meeting of the Members to consider these Articles, a resolution to adopt the Articles was made and approved by the affirmative vote, either in person or by written consent, of not less than seventy-five percent (75%) of the total votes that may be cast by the Members of the Association;
- g. a meeting to consider the Articles was duly called and held, and a quorum of the members of the Board of Directors was present on January 19, 2000; and
- h. at the meeting of the members of the Board of Directors to consider these Articles, a resolution to adopt the Articles was made and approved by a majority of the members of the Board of Directors.

NOW, THEREFORE, the Board of Directors and the Members of the Association hereby agree to amend and restate the 1985 Articles in their entirety by replacing the provisions of the 1985 Articles with the following:

ARTICLE I

NAME

The name of the corporation is the WATERFORD LAKES COMMUNITY ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 453 Mark Twain Blvd., Orlando, Florida 32828.

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ARTICLE III**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association is located at 453 Mark Twain Blvd., Orlando, Florida 32828. The Association may have other offices at other places within or without the State of Florida as the Association may deem in its best interests. The registered agent is Penn First Management, Inc., a Florida corporation.

ARTICLE IV**PURPOSES AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to its members and will make no distribution of income to its members, directors or officers. The specific purposes for which the Association was formed are to (i) provide for the ownership, operation, maintenance and preservation of the common areas dedicated, deeded or leased to the Association for the use and enjoyment of owners of lots within the development known as Waterford Lakes (the "Development") located in Orange County, Florida, as more particularly described in the Declaration referred to below, (ii) provide for the maintenance and improvement of any easements granted to the Association within the Development and (iii) promote the health, safety and welfare of the residents within the Development and any additions thereto as may hereafter be brought within the jurisdiction of this Association. In addition to these specific purposes, the Association shall:

- §4.1 Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Amended and Restated Declaration of Master Covenants, Conditions and Restrictions of Waterford Lakes made as of December 31, 1990 and recorded at O.R. Book 4327, Page 3881 et. seq. of the Public Records of Orange County, Florida (the "Declaration"), as the same may be amended from time to time and recorded or intended to be recorded in the Public Records of Orange County, Florida, said Declaration being incorporated herein as if set forth at length;
- §4.2 Fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith; and pay all office and other expenses incident to the conduct of the business of the Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- §4.3 Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- §4.4 Borrow money, and with the consent of Members holding two-thirds (2/3) of the votes of each Class of Members of the Association, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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- §4.5 Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for any purpose and subject to any condition; provided, however, that such dedication, sale or transfer shall not be valid and effective unless with the consent of Members holding two-thirds (2/3) of the votes of each Class of Members of the Association;
- §4.6 Participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional residential property and Common Areas into the Development; provided, however, that any such merger, consolidation or annexation shall not be valid and effective unless with the consent of Members holding two-thirds (2/3) of the votes of each Class of Members of the Association;
- §4.7 Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; contract for the management and maintenance of the Common Areas; authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repair and replacement of the Common Areas with funds as shall be made available by the Association for such purposes; provided, however, that the Association and its officers shall retain at all times the powers and duties granted by the Declaration, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association; and
- §4.8 Have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Not for Profit Corporation Act, as amended, may now or hereafter have to exercise under law.

ARTICLE V

MEMBERSHIP

There shall be two (2) Classes of Members ("Members"), Class A and Class C, as follows:

- §5.1 Class A Members. Class A Members shall consist of the following:
- (a) Associations. Every condominium or homeowners' association existing or hereafter created with responsibility for the administration, management and operation of a condominium or other residential community constructed or to be constructed in the Development, whose members are subjected by the Declaration to assessments by the Association, shall be a Class A Member. Each such association shall become a Class A Member upon the recording of a declaration of condominium or a declaration authorizing the establishment of a homeowners' association. As a Class A Member, such association shall represent the interests of all of its members. As a Class A Member, such association shall also be represented by one delegate hereinafter referred to as the "Neighborhood Representative." The Neighborhood

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Representative shall act for, and on behalf of, the condominium or homeowner's association he or she represents and all members thereof in connection with any and all Association business.

- (b) Dissolved Associations. If any condominium or homeowner's association that was a Class A Member dissolves, then the Owners, other than the Declarant or a Builder, of Lots or Units within the development formerly represented by such dissolved association, shall appoint, by the majority vote of such Owners present at an annual meeting of such Owners, a Neighborhood Representative to cast all votes to which the dissolved association would have been entitled as a Class A Member if not dissolved and an Alternate Neighborhood Representative to cast such votes in the event the Neighborhood Representative resigns, is unable, unavailable or refuses to serve or is removed by such Owners (as provided below). The person then serving as either the Neighborhood Representative or the Alternate Neighborhood Representative, as the case may be, shall continue to serve in such capacity until the earlier of (i) the election, by majority vote of such Owners present at the next annual meeting, of a successor to serve in such capacity, (ii) his or her resignation or (iii) his or her removal, by majority vote of such Owners present at a special meeting of the Owners called for such purpose. At any time there is not a Neighborhood Representative and an Alternate Neighborhood Representative then serving, then such Owners shall proceed to elect a Neighborhood Representative or an Alternate Neighborhood Representative, or both, as the case may be, to act on behalf of such Owners. The Owners of Lots or Units within a development formerly represented by a dissolved association shall have no right to a representative or direct vote as a Class A Member with regard to the affairs of the Association during such time that a Neighborhood Representative or an Alternate Neighborhood Representative is not then acting in such capacity on behalf of such Owners.
- (c) Declarant. The Declarant shall be a Class A Member.
- (d) Owners of Rental Apartment Buildings. The Owner of each Rental Apartment Building in the Development shall be a Class A Member. Each such Owner shall become a Class A Member upon the recording of a Deed conveying the Rental Apartment Building to such Owner. In the event a Rental Apartment Building is converted to a condominium, the membership of the Owner of the Rental Apartment Building shall immediately terminate.

§5.2 Class C Members. Class C Members shall consist of all Builders who own Units or Lots in the Development. A Builder shall become a Class C Member upon the recording of a Deed under which the Declarant conveys one or more Lots to such Builder.

Membership in the Association shall not be assignable, except to the successor-in-interest of the Member.

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ARTICLE VI
VOTING RIGHTS

- §6.1 Class A Members. Each Class A Member that is an association shall be entitled to one vote for each Unit that is owned by a member of such association and that is within the Neighborhood being maintained by such association, other than Units owned by the Declarant or a Builder. Each Class A Member that is the Owner of a Rental Apartment Building shall have one-fourth (1/4) of a vote for each Unit in the Rental Apartment Building that is subject to assessment by the Association. The Declarant shall be entitled to one (1) vote for each Lot or Unit owned by the Declarant, which is subject to assessment by the Association. In no event shall more than one vote be cast with respect to any Unit.
- §6.2 Class C Members. Each Class C Member shall be entitled to one vote for each Lot or Unit owned by such Class C Member.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors as provided in the By-Laws, which Board shall consist of not less than three (3) Directors and not more than nine (9) Directors. The members of the Board of Directors shall be Florida residents who are Owners (in good standing) of a Lot or Unit in the Development and shall be elected and shall serve in accordance with the By-Laws.

ARTICLE VIII
DURATION

The Association shall have perpetual existence.

ARTICLE IX
AMENDMENTS

- §9.1 Proposal. An amendment or amendments to these Articles may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by a majority of the Members of the Association, whether meeting as Members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by the Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the Association or the acting chief executive officer in the absence of the President, who in either case shall then call a meeting of the Members of the Association not later than sixty (60) days from the receipt by him of the proposed amendment or amendments.

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- §9.2 Notice. It shall be the duty of the Secretary to give each Member written notice of such meeting, stating the proposed amendment or amendments in reasonable detailed form, which notice shall be mailed or presented personally to each Member not less than fourteen (14) days nor more than sixty (60) days before the date set for the meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the Member at his Post Office address as it appears on the records of the Association, with postage thereupon prepaid. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member.
- §9.3 Resolution. At the meeting at which the amendment is to be proposed and considered, a resolution for the adoption of the proposed amendment may be made by any member of the Board of Directors of the Association, or by any Member of the Association, present in person or by proxy.
- §9.4 Approval. Except as elsewhere provided, the approval of a resolution for the adoption of a proposed amendment to these Articles shall require the affirmative vote of a majority of the members of the Board of Directors of the Association, and the affirmative vote of not less than seventy-five (75%) percent of the total votes that may be cast by the Members of the Association. Members of the Board of Directors and Members of the Association not present in person or by proxy at the meeting at which the amendment is to be considered may express their approval (or disapproval) of the amendment in writing, provided that such approval is delivered to the Secretary of the Association prior to the commencement of the meeting.
- §9.5 Limitation. Notwithstanding anything contained in these Articles to the contrary, no amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of Members, nor any changes in Sections 4.4, 4.5 and 4.6 of Article IV entitled "Powers", without approval of two-thirds (2/3) of the votes of each Class of Members. No amendment shall be made that is in conflict with the Act or the Declaration, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate of the Declarant, unless the Declarant shall join in the execution of the amendment.
- §9.6 Recording. Such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each amendment of these Articles shall be recorded in the Public Records of Orange County, Florida, within thirty (30) days from the date on which the same is filed and returned from the office of the Secretary of State.

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ARTICLE X
OFFICERS

The affairs of the Association will be administered by the officers appointed in accordance with the By-Laws of the Association.

ARTICLE XI
INDEMNIFICATION

- §11.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceedings, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- §11.2 Expenses. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 11.1 above, or in defense of any action, suit or proceeding referred to in Section 11.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- §11.3 Approval. Any indemnification under Section 11.1 above (unless ordered by a Court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Directors, officers, employees or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 11.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote

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of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members.

§11.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition or such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 11.

§11.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such person.

§11.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XII

By-Laws

Any By-Laws of the Association may be altered, amended or rescinded in the manner provided by said By-Laws. Any By-Laws adopted by the Board of Directors shall be consistent with these Articles.

ARTICLE XIII

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

§13.1 No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of the Association's Directors or officers have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are

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counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

§13.2 Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIV DISSOLUTION

The Association may be dissolved with the consent given by not less than two-thirds (2/3) of the votes of each Class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XV CAPITALIZED TERMS

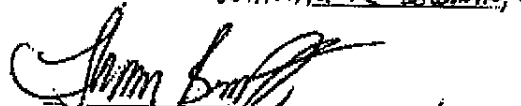
The terms "Declarant," "Owner," "Unit" and any other defined terms used in these Articles shall have the same meaning as those terms are defined in the Declaration, unless the context clearly indicates otherwise.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 19th day of JANUARY, 2000.

**HUCKLEBERRY COMMUNITY
ASSOCIATION, INC., N/K/A
WATERFORD LAKES COMMUNITY
ASSOCIATION, INC., a Florida non-profit
corporation**

Witnesses


Print Name: William R. Lamm, Jr.


Print Name: Thomas Bantinger

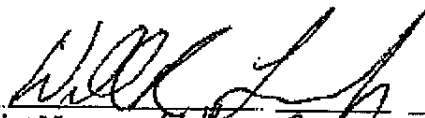
By: 
Print Name: Lucille L. Higgins
Its President

SENT BY:

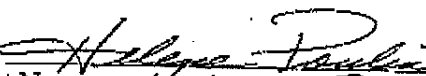
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Print Name: William R. Lawrence Jr


Print Name: Thomas R. Lawrence

By: 
Print Name: HELENE PAULINA
Its Secretary