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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amend

C. Goulette MAY 31 2007

BUSH | ROSS
ATTORNEYS AT LAW

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Tampa, Florida 33601-3913

May 25, 2007

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Certificate of Amendment to the Articles of Incorporation for WALDEN LAKE
COMMUNITY ASSOCIATION, INC.
Our File No.: 8943.0

Dear Sir/Madam:

Enclosed please find two original Certificate of Amendments to the Articles of Incorporation for WALDEN LAKE COMMUNITY ASSOCIATION, INC. Please process the documentation accordingly and return a conformed filed copy of the Articles to our office for recording with the county.

Also enclosed is the firm's check in the amount of \$43.75 to cover the filing fee and certified copy for this service. Thank you for your assistance and cooperation. Should you have any questions, please do not hesitate to contact me.

Sincerely,



Shelley Edwards, Paralegal for
Steven H. Mezer

sae
Enclosures
430929

**Articles of Amendment to
Articles of Incorporation of
WALDEN LAKE COMMUNITY ASSOCIATION, INC.**

Pursuant to the provision of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amendments to its Articles of Incorporation:

The Articles of Incorporation for Walden Lake Community Association, Inc. provides in Article XIII that amendments to the Articles of Incorporation require the assent of the members entitled to cast sixty-six and two-thirds percent (66 2/3%) of the total votes to be cast at any regular or special meeting of the membership and approval of the VA or FHA if the Declaration of Covenants, Conditions and Restrictions for Walden Lake has been submitted to VA or FHA for approval as long as Class B membership exists (there is no Class B membership); and

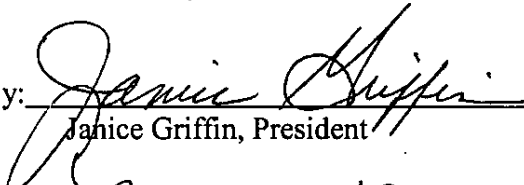
The Articles of Incorporation of Walden Lake Community Association, Inc. were approved by the assent of the members entitled to cast sixty-six and two-thirds percent (66 2/3%) of the total votes able to be cast at the special meeting of the members held April 12, 2007.

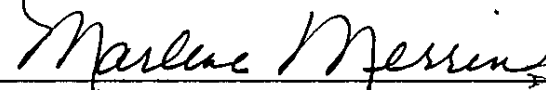
Adoption of Amendments:

The amendements were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Dated: May 21, 2007

WALDEN LAKE COMMUNITY
ASSOCIATION, INC.

By: 
Janice Griffin, President

By: 
Marlene Merrin, Secretary

APPROVED
AND
FILED
07 MAY 29 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

WALDEN LAKE COMMUNITY ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being all residents of the State of Florida and of full age, hereby associate themselves together for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I

NAME

The name of this corporation is WALDEN LAKE COMMUNITY ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

OFFICE

The initial principal office of this Association shall be located at 1514 S. Alexander Street, Ste. 106, Plant City, Florida 33563 which office may be changed from time to time by action of the Board of Directors.

ARTICLE III

REGISTERED OFFICE AND AGENT

The principal street address of the registered office of the Association shall be 15145 Alexander Street, Suite 106, Plant City, Florida 33566. The registered agent shall be designated by the Board of Directors and reported to the Florida Department of State, Division of Corporations.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the property described on Exhibit A attached hereto and made a part hereof by reference, herein called the "Properties", and any additions thereto as may hereafter be brought within the jurisdiction of this Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance of the Common Area and other land within the Properties, described on Exhibit B attached hereto and made a part hereof by reference, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Master Declaration of Covenants, Conditions and Restrictions for

WALDEN LAKE now or hereafter recorded among the Public Records of Hillsborough County, Florida, and any amendments or modifications thereof, herein together called the "Declaration". The recording of a Supplement to the Declaration from time to time pursuant to Article VII of the Declaration for the purpose of adding additional land shall automatically, and without need of amendment to these Articles of Incorporation or approval or consent of the Association or its members, bring such additional land within the jurisdiction of the Association, and such additional land shall be included within the term "Properties". Any amendment to the Articles of Incorporation filed to reflect such additional land shall not require consent or approval of the members of the Association, but shall be executed by the President and Secretary of the Association. References herein to the "Master Plan" shall mean and refer to the Master Development Plan for WALDEN LAKE on file with the City of Plant City, and as the same may be amended or modified from time to time. All terms defined in the Declaration shall have the same meaning when used herein, such Declaration being incorporated herein by reference. For the foregoing purposes, this Association is empowered to:

(a) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(c) acquire, either by gift, purchase or other-wise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of this Association;

(d) borrow money, and with the assent of two-thirds (2/3) of the members at a meeting at which a quorum is present, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property (other than past or future accounts receivables) as security for money borrowed or debts incurred;

(e) dedicate, sell, or transfer in fee simple all or any part of this Association's property for such purposes and subject to such conditions as may be agreed to by two-thirds (2/3) vote of the members at a meeting at which a quorum is present; provided, however, no such approval shall be required in order to convey property for use as a well site or pumping station, lift station, retention pond or such other incidental or related use.

(f) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, or at such cost or charge as may be determined by the Board of Directors, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(g) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members;

(h) annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties, and membership of the Association to the real property thereby annexed;

(i) from time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Common Area, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(j) contract for the maintenance and management of the Common Area, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration; and

(k) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject by the provisions of the Declaration to assessment by this Association, including contract sellers, shall be a member of this Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any Lot or Unit is owned of record by two or more persons or other legal entity, all such persons or entities shall be members. An Owner of more than one (1) such Lot or Unit shall be entitled to one (1) membership for each Lot or Unit owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit which is subject to the provisions of the Declaration, but shall be automatically transferred by the conveyance of that Lot or Unit.

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership. All votes shall be cast in the manner provided in the By-Laws. When more than one person or entity holds an interest in any Lot or Unit, the vote for such Lot or Unit shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to any such Lot or Unit, nor shall any split vote be permitted with respect to such Lot or Unit. The voting rights are as follows:

1. Class A. Class A members shall be all Owners of Lots or Units subject to assessment. The voting rights appurtenant to Class A Lots or Units shall be as follows:

(a) Lots. Owners of Class A Lots designated on the Master Plan for single-family detached or attached homes shall be entitled to one (1) vote for each Lot owned.

(b) Units. The Owners of Class A Units shall be entitled to three-fourths (3/4) of one (1) vote for each Unit owned.

2. Quorum. Except as otherwise expressly required by the Declaration, the presence at a meeting of members, either in person or by proxy, of those entitled to cast at least one-twentieth (1/20) of the votes of the Class A membership shall constitute a quorum for any action.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors initially composed of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment to the By-Laws of this Association but shall never be less than three (3). The term of office for all Directors shall be three (3) years.

ARTICLE VIII

OFFICERS

The officers of this Association shall be elected as provided in the By-Laws of this Association. Officers shall be elected at the Board of Directors meeting following each annual meeting of members. Officers shall be members of the Association.

ARTICLE IX

DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of the members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this 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 acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X

DURATION

This Association shall exist perpetually.

ARTICLE XI

BY-LAWS

The By-Laws of this Association shall be initially adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded by a majority vote of a quorum of members present at any regular or special meeting of the membership duly called and convened.

ARTICLE XII

AMENDMENTS

These Articles may be altered, amended or rescinded by a vote of sixty-six and two-thirds percent (66 2/3%) of the Members at any regular or special meeting of the Members.

ARTICLE XIII

INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred.

ARTICLE XIV

INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

357381.04

EXHIBIT A

WALDEN LAKE UNIT 20, according to the map or plat
thereof recorded in Plat Book 56, page 43 of the
Public Records of Hillsborough County, Florida

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TALLAHASSEE, FLORIDA

EXHIBIT B

A parcel of land lying in Section 6, Township 28 South, Range 22 East, Plant City, Hillsborough County, Florida, and being more particularly described as follows:

Beginning at the most Northwesterly corner of Lot 4, Block 2, of Walden Lake, Unit 11-A according to the map or plat thereof as recorded in Plat Book 53, Page 42 of the Public Records of Hillsborough County, Florida; run thence in a Southwesterly direction along the Southern right-of-way of Timberlane Drive 2900'+ to a point at the most Northwesterly corner of the 8th Fairway of Walden Lake Golf Course #3, thence in a Southeasterly direction along the Northern boundry of Walden Lake Golf Course #3, 2700'+ to a point at the most Northwesterly corner of Walden Lake Unit 23, thence in a Westerly direction along the Northern boundry of Walden Lake Units 23 and 43 1250'+ to a point at the Southwest corner of Walden Lake Unit 24, thence in a Northerly direction along the Western boundry of Walden Lake Unit 24 1820'+ to a point on the Southern right-of-way of Golfview Drive; thence in a Northwesterly direction along the Southern right-of-way of Golfview Drive 1230'+ to a point at the Southeast corner of Lot 8, Block 3 of Walden Lake Fairway Estates, Unit 11, according to the map or plat thereof as recorded in Plat Book 51, Page 31 of the Public Records of Hillsborough County, Florida; run thence 150" to the Southwest corner of Lot 8, Block 3 of Walden Lake Fairway Estates Unit 11, thence run in a Northerly direction 839.97" to a point at the Northwest corner of Lot 1, Block 3 Walden Lake Fairway Estates Unit 11, thence run in a Westerly direction 338.08' along the Southern boundry of Walden Lake Unit 11A to a point at the Southwest corner of Lot 5, Block 2 of Walden Lake, Unit 11-A, thence run 220.78' in a Northerly direction along the Westernly boundry of Walden Lake, Unit 11-A to the Point of Beginning.

Containing 138.83 acres, more or less.

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