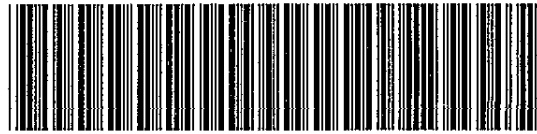


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**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Board of Certification
****Board Certified Business Litigation Lawye
*****Board Certified Tax Lawyer

October 24, 2002

Please refer to our file number:

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(941) 364-2737
Writer's Direct E-mail:
KSawdo@Abelband.com

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: Restated Articles of Incorporation - Spanish Trails West, Home Owners
Assoc. Inc.

Dear Sir or Madam:


In connection with the above referenced matter we enclose the following items:

1. Original and one copy of the Articles of Incorporation.
2. Check in the sum of \$122.50.

We would appreciate your filing these Articles at your earliest convenience and returning a copy of the filed document to the above address. Should you have any questions or concerns, please do not hesitate to contact us.

Sincerely,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED


Kathleen A. Sawdo, CLA
Paralegal to Scott E. Gordon

**RESTATED
ARTICLES OF INCORPORATION
OF
SPANISH TRAILS WEST HOME OWNERS ASSOCIATION, INC.**

FILED
02 OCT 29 PM 12: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify and acknowledge that these amended and restated Articles of Incorporation for SPANISH TRAILS WEST, HOME OWNERS ASSOC. INC., a not-for-profit corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Chapter 719 and Chapter 723, Florida Statutes, as amended (the "Acts") and originally filed with the Secretary of State on June 1, 1988 have been duly adopted by the Board of Directors this 17 day of October, 2002 without member approval nor is member approval required. Any amendments included herein have been adopted pursuant to Florida Statutes Sections 617.1007(4) and 723.078(5), and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of the Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

ARTICLE 1. NAME

The name and address of the corporation shall be SPANISH TRAILS WEST HOME OWNERS ASSOCIATION, INC., 7142 Piscina Street, Zephyrhills, Florida 33541.

ARTICLE 2. DURATION

The date of commencement of corporation existence shall be the date the Articles were filed with the Department of State and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the Corporation is organized is to engage in, conduct and carry on the business of operation of a mobile home owners association pursuant to F.S. Chapter

-723; the Corporation has the power to negotiate for, acquire, and operate the mobile home park on behalf of the mobile home owners; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all lawful business for which corporations may be incorporated under the Acts. In addition, the Corporation shall have all the powers specified in Section 617.021, Florida Statutes. Upon completing the purchase of the Mobile Home Community, it shall convert the same to a condominium, cooperative or other type of ownership; whereupon the Corporation shall have all the powers necessary and/or convenient for the operation and management of such condominium, cooperative, or other type of resident-owned mobile home community. Additionally, the Corporation reserves the right to acquire additional lands; whereupon the Corporation shall have all the powers necessary and/or convenient for the operation and management of such property.

ARTICLE 4. MEMBERSHIP

Membership in this corporation shall be limited to lessees or a family member of a lessee of SPANISH TRAILS WEST HOME OWNERS ASSOCIATION, INC. who have purchased membership certificates in the Corporation. Upon the transfer of a membership certificate, either voluntarily, or by operation of law, the transferee shall become a member of the Corporation if all the requirements for membership have been met.

ARTICLE 5. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 240 South Pineapple Avenue, Sarasota, FL 34236; and the name of the registered agent of the corporation at such address is SCOTT E. GORDON, ESQUIRE.

ARTICLE 6. DIRECTORS

The Board of Directors shall consist of not less than three nor more than nine (9) members who are elected at the annual members' meeting by a plurality of votes cast. The names and address of the persons who are currently serving as directors until their successors are elected and qualified, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
FRANK S. MAPLE	37605 Pinata Drive, Zephyrhills, Florida
VERNON LOUK	37628 Campo Avenue, Zephyrhills, Florida
DEAN MUNGER	7153 Naranja Street, Zephyrhills, Florida
RONALD FOURNIER	7117 El Rancho Way, Zephyrhills, Florida
EUGENE LaFONTAINE	37620 El Sol Avenue, Zephyrhills, Florida
GEORGIANNA MATTSON	7110 Naranja Street, Zephyrhills, Florida
FRED WEHR	7041 Naranja Street, Zephyrhills, Florida

ARTICLE 7. INCORPORATORS

The names and addresses of the original incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
BRUCE A. COFFLAND	331 Pinata Avenue, Zephyrhills, Florida
RALPH BUCKLAND	333 El Sol Avenue, Zephyrhills, Florida
KENNETH A. HUFFORD	328 El Sol Avenue, Zephyrhills, Florida

**ARTICLE 8. PROVISIONS FOR THE REGULATION
OF THE BUSINESS AND FOR THE CONDUCT
OF THE AFFAIRS OF THE CORPORATION**

8.1 Meetings of Members and Directors. Meeting of the members and directors of the Corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the directors.

8.2 Bylaws. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members , but the affirmative vote of two-thirds (2/3) of the members shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the Corporation which are consistent with the Acts and these Articles of Incorporation.

8.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the Corporation with any person, firm or corporation or no contract or other transaction in which the Corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the corporation, executed these Restated Articles of Incorporation and certified to the truth of the fact herein stated this 17th day of October, 2002.

SPANISH TRAILS WEST HOME OWNERS
ASSOCIATION, INC.

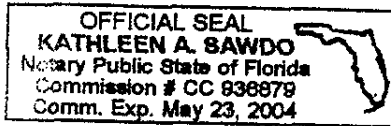
By: Frank S. Maple President
FRANK S. MAPLE, President

By: Dean Munger
DEAN MUNGER, Acting Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17th day of October, 2002, by FRANK S. MAPLE and DEAN MUNGER, as President and Acting Secretary respectively of SPANISH TRAILS WEST HOME OWNERS ASSOCIATION, INC., on behalf of said corporation and who acknowledged before me that the execution thereof is their free act and deed. They (notary choose one) [] are personally known to me or [X] have produced Flu A Visa as identification.

Kathleen A. Sawdo
Notary Public



Print Name of Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.

Scott E. Gordon
SCOTT E. GORDON
Registered Agent

SEG:SPANISHTRAILS_AOI_RESTATED