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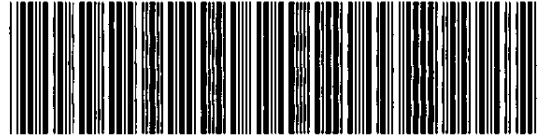
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FILED
09 MAR 11 PM 3:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Amended
3/19/09
TL*

DANIEL J. LOBECK
MARK A. HANSON*
MICHELLE A. STELLACI
JEREMY V. ANDERSON

DAVID P. BABNER**
2033 MAIN STREET, SUITE 403
SARASOTA, FL 34237
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THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS

*FLA. SUPR. CT. CERTIFIED MEDIATOR

**ALSO ADMITTED IN MASS., N.Y., D.C.

March 9, 2009

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

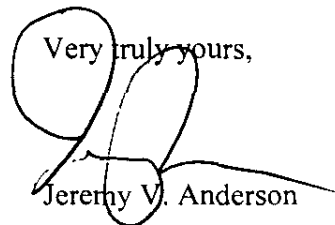
Re: Certificate of Amendment
Whitestone Property Owners Association, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Amendment and attached Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,



Jeremy V. Anderson

JVA/pft
Enclosure

Prepared by and return to:
Jeremy V. Anderson, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

FILED
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TALLAHASSEE FLORIDA

CERTIFICATE OF AMENDMENT

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR**

WHITESTONE PROPERTY OWNERS ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Articles of Incorporation of White Stone Property Owners Association, Inc. were approved and adopted at the Annual Meeting of the Association Membership held on January 22, 2009, by not less than seventy-five percent (75%) of the entire membership of the Association, which is sufficient for adoption under Article XII of the Articles of Incorporation.

DATED this 5TH day of MARCH, 2009.

Witnesses:

sign: Robert Simpson
print: Robert Simpson

sign: Michael M. Bridges
print: Michael M. Bridges

sign: Robert Simpson
print: Robert Simpson

sign: Michael M. Bridges
print: Michael M. Bridges

WHITESTONE PROPERTY
OWNERS ASSOCIATION, INC.

By: Clark Hubbard
Clark Hubbard, Vice President

Attest: Robert B. Goss
Robert Goss, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5th day of March, 2009, by Clark Hubbard as Vice President of Whitestone Property Owners Association, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

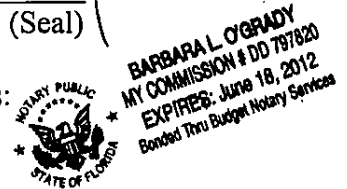
sign

Barbara L O'Grady

print

Barbara L O'Grady
State of Florida at Large (Seal)

My Commission expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5th day of March, 2009, by Robert Goss as Secretary of Whitestone Property Owners Association, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

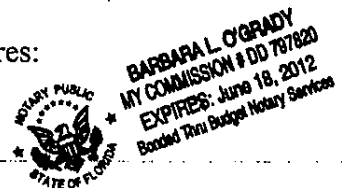
sign

Barbara L O'Grady

print

Barbara L O'Grady
State of Florida at Large (Seal)

My Commission expires:



Prepared by and return to:
Jeremy V. Anderson, Esquire
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WHITESTONE PROPERTY OWNERS ASSOCIATION, INC.
(NON-PROFIT FLORIDA CORPORATION)

I. NAME

The name of this corporation shall be WHITESTONE PROPERTY OWNERS ASSOCIATION, INC. (hereinafter, "the Association" or "the Corporation". In September 1998, pursuant to Section 617.1103(1)(a), Florida Statutes, the Board of Directors of SWEETWATER VILLAS PROPERTY OWNERS ASSOCIATION, INC. and WHITESTONE PROPERTY OWNERS ASSOCIATION, INC., adopted by resolution a plan of merger, merging SWEETWATER VILLAS PROPERTY OWNERS ASSOCIATION, INC. into WHITESTONE PROPERTY OWNERS ASSOCIATION, INC. with the surviving corporation being WHITESTONE PROPERTY OWNERS ASSOCIATION, INC.

II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 153 Center Road Venice FL, 34285 US. The Board may change the location of the principal office of the Association from time to time as provided by law.

III. PURPOSE

The purpose for which the corporation is organized is to act as the governing homeowners association of WHITESTONE AT SOUTHWOOD, UNIT II, PHASE III (hereinafter WHITESTONE), a single family residential subdivision composed of approximately fifty-one (51) lots of real Property located in Sarasota County, Florida and of SWEETWATER VILLAS AT SOUTHWOOD, UNIT II, PHASE II (hereinafter SWEETWATER) a single family residential subdivision composed of approximately forty-six (46) lots of real Property located in Sarasota County, Florida. The general nature, objects, and purposes of the Association include without limitation the following:

(a) To promote the health, safety, welfare, and quiet enjoyment of the Owners within WHITESTONE and SWEETWATER according to the Declaration of Covenants, Conditions and Restrictions for WHITESTONE AT SOUTHWOOD, UNIT II, PHASE III AND SWEETWATER VILLAS AT SOUTHWOOD, UNIT II, PHASE II (hereinafter "the Declaration"), as amended from time to time.

(b) To maintain and replace landscaping in any Common Area, including without limitation, parks, parkways, circles, walkways, streets and other Common Areas, structures, and other improvements in WHITESTONE and SWEETWATER, as provided in the Declarations and Association Bylaws.

(c) To formulate and enforce Rules and Regulations regarding the use of the Common Area and Lots.

(d) To control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and improvements of any type, including walls, fences, swimming pools, antenna, sewers, drains, moorings, pilings, or other structures constructed, placed or permitted to remain in WHITESTONE or SWEETWATER as well as the maintenance, alteration, improvement, additions or changes thereto.

(e) To provide, or cause to be provided, security, and such other services the responsibility of which has been or may be accepted by the Association.

(f) To provide, purchase, acquire, replace, improve, maintain or repair such buildings, and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and welfare of the Members, as the Board in its discretion determines necessary, appropriate, or convenient.

(g) To protect and preserve the values of the Subdivisions.

(h) To operate without profit for the sole and exclusive benefit of its Members.

(i) To perform all of the functions and acts contemplated of the Association and undertaken by the Board as authorized in the Declarations, Articles of Incorporation, Bylaws and Chapters 617 and 720, Florida Statutes.

IV. GENERAL POWERS

1. Powers. The Association Board of Directors shall have all of the powers and duties necessary for administering the Association's affairs and for performing all of the Association's responsibilities and exercising all of the Association's rights as set forth in the Declarations and Bylaws and in these Articles of Incorporation, and as provided by law. The Board may do or cause to be done on the Association's behalf all acts and things except those which the

Governing Documents or Florida law require to be done and exercised exclusively by the membership generally. Such powers and duties of the Directors shall include but shall not be limited to those provided in the Bylaws of the Association.

2. Emergency Powers. For purposes of this Article only, an emergency exists during a period of time that the Association Property, or the immediate geographic area in which the Subdivisions is located, is subjected to: a state of emergency declared by civil or law enforcement authorities; a hurricane watch or warning as issued by a governmental authority; a partial or complete evacuation order issued by civil or law enforcement authorities; the declaration of a federal or state "disaster area" status; or catastrophe, whether natural or manmade, which seriously damages, or threatens to seriously damage the physical existence of the Subdivision. During an emergency as defined herein, the Association's Board of Directors may exercise the emergency powers provided to Florida corporations by Sections 617.0207 and 617.303, Florida Statutes, and as may be provided in Chapter 720, Florida Statutes.*

V. MEMBERS

The qualifications of members and the manner of their admission shall be as follows: Any person or persons or entity that hold(s) title in fee simple to a lot in WHITESTONE AT SOUTHWOOD, UNIT II, PHASE III, or in SWEETWATER VILLAS AT SOUTHWOOD, UNIT II, PHASE II, shall, by virtue of such ownership, automatically be a member of this corporation.

VI. VOTING AND ASSESSMENTS

Voting interests and the exercise of voting interests shall be in the manner provided in the Association's Bylaws.

VII. BOARD OF DIRECTORS

Directors of the Association shall be elected at the annual meeting of the Members, in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

VIII. OFFICERS

The executive officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Board may by resolution create other officer and assistant officer positions. Executive officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. Executive officers shall be chosen from among the Board by vote of the Board. All other officers and assistant officers shall be elected by the Board and shall serve for the period chosen by the Board.

IX. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 153 Center Road, Venice FL, 34285 US, and the name of the registered agent of this corporation at that address is Argus Management of Venice, Inc. The registered office and registered agent of the Association may be changed from time to time by the Association Board of Directors.

X. CORPORATE EXISTENCE

The Association shall have perpetual existence.

XI. BYLAWS

The Bylaws of the Association may be amended in the manner provided in the Bylaws.

XII. AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Proposal. A proposal for any amendment to these Articles of Incorporation may be made by the Board or upon the written request of not less than twenty-five (25%) percent of the voting interests of the Association. Notice of the subject matter of any proposed amendment shall be included in or with the notice of the meeting of the Members at which the amendment is to be proposed and considered.

(b) Approval. Except as elsewhere provided, an amendment to these Articles of Incorporation must be approved by not less than seventy-five (75%) percent of the total voting interests of the Association.

(c) Limitation and Recording. As elsewhere provided, however, no amendment shall make any changes in the qualifications for membership nor in the voting rights or PROPERTY rights of Members, without approval in writing by all Members so affected. No amendment shall be made that is in conflict with the Declarations. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes and recorded in the Public Records along with a Certificate of Amendment.

XIII. SUBSCRIBER

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

C. Guy Batsel

1861 Placida Road, Suite 104
Englewood, Florida 34223

XIV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association indemnifies any Director or officer made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, whether for negotiation, arbitration, trial, or appellate work, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Association to procure a judgment in its favor by reason of his or her being or having been a Director or officer of the Association, or by reason of his or her being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, whether for negotiation, arbitration, trial, or appellate work, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted

in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

4. Should any aspect of this indemnification be determined to exceed the maximum indemnification allowed by law, then this indemnification shall not be void but shall be interpreted to conform to the maximum extent or indemnification allowed by law.

XV. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

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 its Directors or officers are Directors or officers, or 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 counted for such purpose. Directors and officers shall disclose all actual or potential conflicts of interest to the Board prior to any such discussion or vote. If a conflict is timely and fully disclosed, 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.

XVI. DEFINITIONS

All terms shall be used herein with the same meanings as defined in the Declarations and in Chapter 720, Florida Statutes.