

N 9600000653
LEE JAY COLLING & ASSOCIATES, P.A.

ATTORNEYS AT LAW

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MAITLAND, FLORIDA 32751
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PARALEGAL
NADINE S. COLLING
GARYN WHEELER

February 12, 19985

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fla. 32314

200002431402--1
-02/16/98-01072-012
*****87.50 *****87.50

RE: Sweetwater Co-op, Inc.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Amendment to Articles of Incorporation for the above-named corporation. I have also enclosed the original Restated Articles of Incorporation. In addition, I am enclosing our firm check in the amount of \$87.50 which represents the following fees:

Filing fee	\$ 35.00
Certified copy	52.50
Total	\$ 87.50

Please file the original of the enclosed Articles of Amendment and Restated Articles of Incorporation and return a certified copy of the Articles of Amendment to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Garyn Wheeler

GAVE

AUTHORIZATION BY PHONE TO

CORRECT

TAKE OUT

Lee Jay Colling

LJC/cw DATE 2-27

Enclosures DOC. EXAM

FILED
98 FEB 27 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
+
AM

2/27



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 19, 1998

LEE JAY COLLING
LEE JAY COLLING & ASSOCIATES, P.A.
500 N. MAITLAND AVE., SUITE 203
MAITLAND, FL 32751

SUBJECT: SWEETWATER CO-OP, INC.
Ref. Number: N96000000653

RECEIVED

FEB 23 1998

LEE JAY COLLING
& ASSOCIATES, P.A.

We have received your document for SWEETWATER CO-OP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 998A00009595

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
OF
SWEETWATER CO-OP, INC.
A Not-For-Profit Florida Corporation

FILED
98 FEB 27 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006 Florida Statutes, the undersigned Florida not for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: *Article I shall be amended as follows:*

ARTICLE I

NAME

The name of this corporation is:

SWEETWATER COMMUNITY, INC.

The principal office address is:

**4635 U. S. Highway 17-92
Haines City, Florida 33844-8706**

SECOND: Article II shall be amended as follows:

ARTICLE II

REGISTERED AGENT/OFFICE

The name of the Registered Agent of this corporation is:

Lee Jay Colling

The street address of the registered office of this corporation is:

*500 North Maitland Avenue
Suite 203
Maitland, Florida 32751*

THIRD: Article III shall be amended as follows:

ARTICLE III

PURPOSE AND POWERS

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purposes for which this corporation is formed are:

- 1. To operate in such manner as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue code, as amended.*
- 2. To represent its members in Sweetwater Golf and Tennis Club, Inc., their successors and assigns, pursuant to the provisions of Chapter 617, Florida Statutes.*
- 3. To negotiate for, acquire, finance, and operate Sweetwater Golf & Tennis Club (Club) on behalf of its members.*
- 4. To convert the Club, once acquired, to a not-for-profit form of ownership. Upon acquisition of the property, the Corporation shall be the entity that operates and manages the Club and offers parcels for sale or lease in the ordinary course of business.*

5. *Operate and maintain common property, including without limitation the surface water management system including any mitigation areas as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.*
6. *Establish rules and regulations.*
7. *To institute, maintain, settle, or appeal actions or hearings in its name on behalf of its members concerning matters of common interest, including, but not limited to, the common property; structural components of a building or other improvements; mechanical, electrical, and plumbing elements serving the Club property; and protests of ad valorem taxes on commonly used facilities. In addition, the Corporation shall have all of the applicable powers specified in Chapters 617, and 607, Florida Statutes.*
8. *To make, collect and enforce assessments and to lease, maintain, and replace the common areas.*
9. *To modify or move or create any easement for ingress and egress or for the purposes of utilities if the easement constitutes part of, or crosses, the Club property upon purchase or lease of the Club.*
10. *Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.*
11. *Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."*
12. *Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation if allowed by the bylaws.*
13. *Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.*

14. *Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.*
15. *Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.*
16. *Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.*
17. *Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.*
18. *Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.*
19. *Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.*
20. *Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipally, or of any instrumentality thereof.*
21. *Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Chapter 617.0833, Florida Statutes.*
22. *Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.*

23. *Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.*
24. *Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.*

FOURTH: Article VII shall be amended as follows:

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

*Lee Jay Colling
500 North Maitland Avenue
Suite 203
Maitland, Florida 32751*

FIFTH: Article VIII shall be amended as follows:

ARTICLE VIII

BY-LAWS

Unless otherwise provided in the Bylaws, the power to amend or repeal the By-Laws shall be in the members. The affirmative vote of the majority of the voters present, in person or by proxy, at a meeting at which a quorum has been established, shall be necessary to exercise that power. The power to adopt the first By-Laws of the Corporation, however, shall be in the Board of Directors. A majority vote of the Directors shall be necessary to adopt the first By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with Chapter

617, Florida Statutes and these Articles of Incorporation.

SIXTH: The date of adoption of the amendments was FEBRUARY 9, 1998.

SEVENTH: The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

Date: FEBRUARY 10, 1998

SWEETWATER CO-OP, INC.

By: Walter Hill

Walter Hill, President