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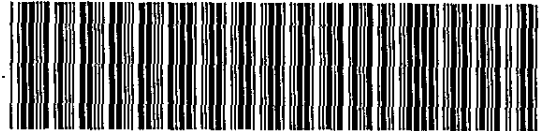
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Amend & Res.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAKEVIEW AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC.**

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**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Lakeview at Carlton Lakes Condominium Association, Inc., formerly known as Lakeview I at Carlton Lakes Condominium Association, Inc., originally filed with the Florida Department of State the 11th day of December, 1996, under Charter Number N96000004735. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes..

1. NAME. The name of the corporation shall be LAKEVIEW AT CARLTON LAKES CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", the Declarations of Condominium and the Declaration of Covenants, Conditions and Restrictions for Lakeview at Carlton Lakes Commons as "Declaration", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

2. PURPOSE. The purpose for which the Condominium Association is organized is to manage, operate and maintain seven condominiums known as Lakeview I at Carlton Lakes, a Condominium; Lakeview II at Carlton Lakes, a Condominium; Lakeview III at Carlton Lakes, a Condominium; Lakeview IV at Carlton Lakes, a Condominium; Lakeview V at Carlton Lakes, a Condominium; Lakeview VI at Carlton Lakes, a Condominium; Lakeview VII at Carlton Lakes, a Condominium; and Lakeview at Carlton Lakes Commons, including certain Association Property, and recreational facilities ("Association Property"). Said Condominiums and Association Property shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominiums; to make such improvements, additions and alterations to said Condominiums and the Association Property as may be necessary or desirable from time to time as authorized by the respective Declarations of said Condominiums and Lakeview at Carlton Lakes Commons, and the By-Laws of the Association; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of said Condominiums and Association Property; all as agents of the Owners of the Condominium Parcels of the said Condominiums.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the seven (7) Declarations of Condominiums and the Declaration of Covenants, Conditions and Restrictions of Lakeview at Carlton Lakes Commons recorded in the Public Records of Collier County, Florida (collectively, "the Declarations"), unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act and as it may be amended from time to time, except as limited by the Declarations, as they may be amended from time to time, these Articles and as they may be amended from time to time, the By-Laws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominiums or Association Property.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, Association Property or any other property acquired or leased by the Association for use by Unit Owners.

4.2.4 To purchase insurance upon the Condominium Property and Association Property and insurance for the protection of the Association, its Officers, Directors, and members as Unit Owners.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and Association Property, the health, comfort, safety and welfare of the Unit Owners, and for the administration of the Association.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declarations.

4.2.7 To enforce by legal means the provisions of the Act, the Declarations, these Articles, the By-Laws, and the Rules and Regulations for the use of the Condominium Property and Association Property.

4.2.8 To contract for the management of the Condominiums and Association Property and any facilities used by the Unit Owners, and to delegate to the party with whom such

contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Condominiums and the Association.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declarations, these Articles and the By-Laws.

4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations and the By-Laws.

5. MEMBERS. The members of the Association shall consist of all of the record owners of units in the Condominiums, and after termination of the Condominium or Condominiums shall consist of those who were members at the time of the termination and their successors and assigns.

5.1 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declarations and Bylaws. Any person or entity owning more than one unit shall be entitled to one vote for each Unit owned, subject to the procedure contained in the Condominium Documents.

5.3 Meetings. The By-Laws shall provide for an annual meeting of members, and shall make provision for regular and special meetings of members other than the annual meeting.

6. TERM OF EXISTENCE. The Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the ByLaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declarations, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9. BY-LAWS. The By-Laws of this Corporation may be altered, amended or repealed in the manner provided in the By-Laws.

10. AMENDMENTS. Except as elsewhere specifically provided herein to the contrary, amendments to these Articles of Incorporation may be effected as follows:

10.1 Initiation of Amendments; Approval. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors of the Association or by not less than 25% of the voting interests of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing. Approval of proposed amendments must be by affirmative vote of a majority of the total voting interests of the Association present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. Amendments correcting errors or omissions in these Articles may be adopted by the Board.

10.2 Execution and Recording. Approval of a duly-adopted amendment shall be evidenced by a certificate of the Association which shall include recording data identifying the Declarations and shall be executed in the form required for the execution of a Deed. An amendment of these Articles of Incorporation are effective when properly recorded in the Public Records of Collier County and filed with the Florida Secretary of State, Division of Corporations.

10.3 Procedure. No provision of these Articles of Incorporation shall be revised or amended by reference to its title or number only. Proposals to amend existing provisions of these Articles of Incorporation shall contain the full text of the provision to be amended; new words shall be inserted in the text underlined; and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following "SUBSTANTIAL

REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT".
Nonmaterial errors or omissions in the amendment process shall not invalidate an otherwise properly promulgated or approved amendment.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

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**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Lakeview at Carlton Lakes Condominium Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 12th day of January, 2004.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

LAKEVIEW AT CARLTON LAKES
CONDOMINIUM ASSOCIATION, INC.

Shari Shonak
Signature
Shari Shonak
Printed Name

BY: John C. Heinemann
LAKEVIEW, President
Date: 9-20-04

Susan L. Thompson
Signature
SUSAN L. THOMPSON
Printed Name

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 20th day of SEPTEMBER 2004, by JOHN C. HEINEMANN as President of Lakeview at Carlton Lakes Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He/She is personally known to me or has produced (type of identification) as identification.

Susan L. Thompson
Notary Public
SUSAN L. THOMPSON
Printed Name

My commission expires: 10/15/07

