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Of Counsel

September 23, 1998

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

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*****87.50 *****87.50

Re: The Estates Lot Owners Association, Inc.

Gentlemen:

Enclosed is original and one copy of Restated Articles of Incorporation for filing with the Florida Department of State. We enclose our firm check in the amount of \$87.50 in payment of the filing fee and one certified copy.

Will you please return the certified copy to this office via regular mail.

Thank you for your assistance in this matter.

Very truly yours,



William E. Loucks

FILED
09 SEP 28 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WEL/gr
Enclosures

*Gay gave authorization to remove
"First" and "initial" in Doc. 70/5
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VS OCT 6 1998

Restated and

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION

OF

THE ESTATES LOT OWNERS ASSOCIATION, INC.

(a corporation not-for-profit under the
laws of the State of Florida)

The undersigned, hereby makes, subscribes, acknowledges and files these Restated Articles of Incorporation, in accordance with the provisions of the Statutes of said state, providing for the formation, liabilities, rights, privileges, and immunities of corporations not for profit.

ARTICLE I
NAME

The name of the corporation shall be THE ESTATES LOT OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II
PURPOSE

2.1 This Association is organized to provide a legal entity through which the owners of Lots 45 through 71, Spruce Creek Subdivision, Unit III-D, Section 1, as per map or plat thereof recorded in Plat Book 46, Pages 5 through 8, in the Public Records of Volusia County, Florida, and the owners of Lots 72 through 94, Spruce Creek Subdivision, Unit III-D, Section 2, per map or plat thereof to be recorded in the Public Records of Volusia County, Florida, shall provide for certain centralized services, regulation and control as hereinafter set forth and as provided in the Supplementary Declaration of Covenants and Restrictions applicable to Sections 1 and 2, as aforesaid (hereinafter "Supplementary Declaration") recorded and to be recorded as to said Subdivision and any resubdivision of portions thereof, and to provide an entity to carry out and accomplish the purposes described in said Supplementary Declarations as from time to time amended or supplemented.

2.2 The Association, being conducted as a non profit corporation for the benefit of its members, shall make no distribution of income to its members, directors, or officers; provided, however, such directors and officers shall be entitled to reimbursement of all reasonable costs incurred in carrying out their duties of office.

ARTICLE III
POWERS

3.1 The Association shall have all of the powers of a corporation not for profit under the laws of Florida, except as may be otherwise provided in these articles.

3.2 The Association shall have and exercise all of the powers granted to it by the Supplementary Declaration now or hereafter of record affecting the use of real property described as Lots 45 through 71, Spruce Creek Subdivision, Unit III-D, Section 1, and Lots 72 through 94, Spruce Creek Subdivision, Unit III-D, Section 2, and all of the powers reasonably necessary to accomplish the responsibilities, duties, powers and purposes conferred upon the Association by the Supplementary Declaration as amended and supplemented from time to time, including, but not limited to, the following:

a. To make and collect assessments against members of the Association to defray the costs of the exercise of its powers and duties;

b. To purchase insurance upon the common areas and any other property for which the Association is responsible for maintenance;

c. To enforce by legal means the land use restrictions, these Articles of Incorporation, the By-Laws of the Association and the regulations for the use of any property which is subject to regulation or control by the Association;

d. To maintain, repair, replace, operate and manage the Association's property, including the right to reconstruct improvements after casualty and to make and construct additional improvements upon the Association property;

e. To employ personnel and engage such professional assistance as may be necessary to perform the services required for the proper operation of the Association and of the properties; and,

f. To exercise, undertake, and accomplish all of the rights, duties, and obligations which may be granted to or imposed upon the Association pursuant to the Supplementary Declaration as from time to time amended or supplemented.

3.3 The Association shall have a lien on each lot to secure all sums of money assessed against the owner and which lien shall also secure all costs and expenses which may be incurred by the Association in enforcing such liens. The Association may enforce such lien in any manner provided by law, including foreclosure thereof.

3.4 All funds and the title to all properties acquired by the Association, and their proceeds, shall be held for the benefit of the members of the Association, in accordance with the provisions of the Supplementary Declaration, these Articles of

Incorporation and the By-Laws.

ARTICLE IV
MEMBERS

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

4.1 Class A members of the Association shall consist of every person or entity who is a record owner of a fee simple estate or life estate in Lots 45 through 71, Unit III-D, Section 1, Spruce Creek Subdivision, per plat thereof as recorded in Plat Book 46, Pages 5 through 8, and Lots 72 through 94, Unit III-D, Section 2, Spruce Creek Subdivision, per plat thereof to be recorded in the Public Records of Volusia County, Florida. Membership shall continue for so long as such ownership shall exist.

4.2 Immediately upon the divestment of a member's ownership interest in a lot, regardless of the means by which such ownership may be divested, such owner's membership shall terminate. Any successor owner shall be entitled to membership after providing written notice to the Association of such ownership interest. At the request of the Association, the successor owner shall provide the Association with a certified copy of the instrument evidencing his ownership interest.

4.3 The interest 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 his lot. The funds and assets of the Association belong solely to the Association subject to the limitation that the same may be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Supplementary Declarations, and in the By-Laws, as amended from time to time which may be hereafter adopted.

4.4 The Association shall have two classes of voting membership:

4.4.1 Class A. The Class A members shall be all Owners, with the exception of the Declarant and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

4.4.2 Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on December 31, 2002.

4.5 The annual meeting of the membership shall be held on the fourth Monday in January of each year.

ARTICLE V
PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT

The principal office of the Association shall be located at 846 Riverside Drive, Ormond Beach, FL 32176, or such other places as may from time to time be designated by the Board of Directors. The ~~initial~~ registered office of the corporation is located at 3925 S. Nova Rd., Suite 2, Port Orange, FL 32127, and the initial registered agent of the Association at that office shall be Jerry Johnson, Sr. The Board of Directors may, from time to time, change the registered agent by designation filed in the office of the Secretary of State.

ARTICLE VI
DIRECTORS

6.1 The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors. The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the Association, and in the absence of such determination shall consist of three (3) directors.

6.2 Directors of the Association shall be elected at the annual meeting of the Class A members and Class B member in the manner provided 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. The directors named herein shall serve until such first election and vacancies occurring before such election shall be filled by the remaining directors.

6.3 The names and addresses of the ~~first~~ Board of Directors who shall hold office until their successors are elected and have qualified, or until they are removed are as follows:

Dipak D. Jobalia	846 Riverside Drive Ormond Beach, FL 32176
Jerry Johnson, Sr.	3925 S. Nova Rd., Suite 2 Port Orange, FL 32127
Jerry Johnson, Jr.	3925 S. Nova Rd., Suite 2 Port Orange, FL 32127

6.4 The Board of Directors shall elect a president, a secretary, a treasurer and

as many vice presidents as the Board of Directors shall determine to be necessary. Any person may hold two (2) or more offices.

ARTICLE VII
OFFICERS

7.1 The affairs of the Association shall be administered by the officers elected by the Board of Directors. The president shall be elected from among the membership of the Board of Directors, but no other officers need be a director.

7.2 The officers shall be elected each year by the Board of Directors 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 names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Jerry Johnson, Sr.
Vice President	Dipak D. Jobalia
Secretary	Jerry Johnson, Sr.
Treasurer	Dipak D. Jobalia

ARTICLE VIII
INDEMNIFICATION

Every director and every officer of the Association and such other standing committees as may be established by the Board of Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a director or officer of the Association, whether or not they are a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performing of their duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled.

ARTICLE IX
BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors

and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X
TERM

The term and duration of the Association shall be perpetual.

ARTICLE XI
AMENDMENTS

Amendments of these Articles shall be adopted in the following manner:

11.1 An amendment may be proposed by the Board of Directors by a majority vote or by a majority of the members, whether meeting as members or by instrument in writing signed by them.

11.2 Any proposed amendment shall be transmitted to the president who shall call a special meeting of the members for a day no sooner than ten (10) days and no later than thirty (30) days after receipt by him of the proposed amendment, and the secretary shall give to each member a written notice thereof stating the time and place of the meeting and reciting the proposed amendment in reasonably detailed form which notice shall be mailed to or presented personally to each member not less than ten (10) days and not more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the record of the Association, the postage thereon prepaid. Any member may by written notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. In order to become effective, the proposed amendment or amendments must be approved by the affirmative vote of a majority of the total votes in the Association.

A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon a registration of such amendment or amendments with the Secretary of State, a certified copy thereof shall be recorded in the Public Records of Volusia County, Florida.

11.3 No amendment shall make any changes in the qualifications for membership nor the voting rights or members, without approval in writing of all Class A members and the Class B members and the joinder of all record owners of mortgages upon the lots. No amendment shall be made that is in conflict with the law or the Supplementary Declaration governing the use of the land, as from time to time amended and supplemented.

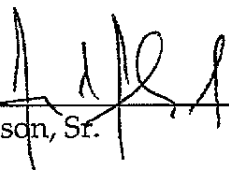
No amendment to these Articles of Incorporation which shall abridge, amend, or alter the rights of the Developer or a successor Developer may be adopted or become effective without prior written consent of said Developer or such successor.

ARTICLE XII
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is Jerry Johnson, Sr., 3925 S. Nova Rd., Suite 2, Port Orange, FL 32127.

THESE RESTATED ARTICLES OF INCORPORATION WERE ADOPTED ON SEPTEMBER 11, 1998, AND WERE ADOPTED BY THE BOARD OF DIRECTORS AND THE MEMBERS OF THE ASSOCIATION. THE NUMBER OF VOTES CAST FOR THE RESTATEMENT OF THESE ARTICLES WAS SUFFICIENT FOR APPROVAL.

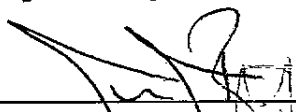
IN WITNESS WHEREOF, the subscriber has affixed his signature, this 18th day of September, 1998.



Jerry Johnson, Sr.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 18th day of September, 1998, by Jerry Johnson, Sr., who is personally known to me.



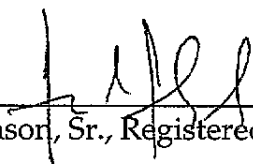
Name of Notary: Jill J. Beatty
Notary Public, State of Florida at Large
My Commission expires: _____



JILL J. BEATTY
MY COMMISSION # CC467337 EXPIRES
May 24, 1999
BONDED THROUGH TRIGY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned having been named to accept Service of Process for THE ESTATES LOT OWNERS ASSOCIATION, INC. at the place designated in Article V of the Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.



Jerry Johnson, Sr., Registered Agent