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May 23, 2007

Florida Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Filing Amended and Restated Articles of Incorporation for Preserve of Don Pedro Owners' Association, Inc.

Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PRESERVE OF DON PEDRO OWNERS' ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of The Preserve of Don Pedro Owners' Association, Inc. were filed with the Florida Department of State on April 27, 1999, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

WHEREAS, not less than a majority of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation, and

WHEREAS, not less than two-thirds of the voting interests of the entire membership of the Association approved the amendments and these Amended and Restated Articles at a membership meeting held on April 28, 2007, and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of The Preserve of Don Pedro Owners' Association, Inc.

**ARTICLE I
NAME OF CORPORATION AND MAILING ADDRESS**

The name of this corporation shall be The Preserve of Don Pedro Owners' Association, Inc., hereinafter referred to as Association. The mailing address of the Association shall be P. O. Box 3692, Placida, Florida 33946-3692 and the principal office of the Association shall be 4570 Virginia Drive, Orlando, Florida 32814. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Amended and Restated Declaration of Reservations, Covenants, Restrictions, and Easements for The Preserve of Don Pedro (Declaration).
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within The Preserve of Don Pedro.
3. To add, replace, improve, maintain, and repair Common Areas within the subdivision for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

**ARTICLE III
POWERS**

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The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Declaration.

ARTICLE IV MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

ARTICLE V DIRECTORS

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE VI OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association.

ARTICLE VII BYLAWS

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

ARTICLE VIII IDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes.

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

3. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, or repealed in the following manner. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of

Directors or by not less than twenty percent (20%) of the voting interests of the members of the Association. Members not present in person or by proxy at the meeting considering an amendment may express their approval in writing, provided that such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

1. To be adopted, a resolution must be approved by not less than two-thirds of the members of the Association present in person or by proxy at a duly noticed and convened membership meeting, or by approval in writing by a majority of the total voting interests without a meeting.
2. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the substantive voting rights of members without approval in writing of all members of the Association.
3. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Charlotte County, Florida.

ARTICLE X TERM

The term of the Association shall be perpetual.

ARTICLE XI RESIDENT AGENT

The Association has appointed James W. Wade, 4570 Virginia Drive, Orlando, Florida 32814 as its registered agent and resident agent under the laws of the State of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.

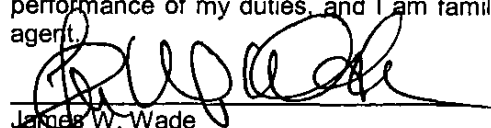
The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors.

The Preserve of Don Pedro Owners' Association, Inc.


By: **James W. Wade, President**

Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for The Preserve of Don Pedro Owners' Association, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


James W. Wade
4570 Virginia Drive
Orlando, Florida 32814

Date 5/9/07