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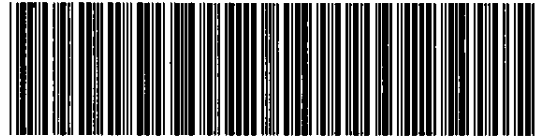
(Business Entity Name)

(Document Number)

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*Amended &  
Restated*

01/12/07--01005--024 \*\*8.75

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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amendment

1. Spring Park, Inc.  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

THIRD AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SPRING PARK, INC.

FILED

2007 JAN 12 PM 2: 54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Spring Park, Inc. hereby presents the following Third Amended and Restated Articles of Incorporation of Spring Park, Inc.

ARTICLE I

The name of the corporation is Spring Park, Inc.

ARTICLE II

The general nature of the business that will be transacted by the corporation is any legally permissible activity, including the ownership and management of multi-family residential housing.

The corporation will have the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

The corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes will not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of one and 00/100 dollar (\$1.00) per share.

The shareholders may, by bylaw provision or by shareholders' agreement, impose such restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

### ARTICLE IV

This corporation will exist perpetually.

### ARTICLE V

The principal office of the corporation initially will be at 12854 Jebb Island Circle South, Jacksonville, FL 32224. The principal office may be moved to any address that the Board of Directors will choose, provided however that the principal office will be in the State of Florida.

### ARTICLE VI

The initial number of directors of the corporation will be three (3). The number of directors may be changed by bylaw adopted by the shareholders, provided however that the number of directors will never be less than one (1).

### ARTICLE VII

The initial Board of Directors will be:

Name

Kay M. Lemmon

Steven H. Lemmon

Address

12854 Jebb Island Circle South,  
Jacksonville, FL 32224

12854 Jebb Island Circle South,

David Rubenzer

Jacksonville, FL 32224

12854 Jebb Island Circle South,  
Jacksonville, FL 32224

#### ARTICLE VIII

The name and address of the incorporator of this incorporation is Bert C. Simon,  
1660 Prudential Drive, Suite 203, Jacksonville, FL 32207

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

#### ARTICLE X

This corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This corporation will have the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

#### ARTICLE XI

The corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, who at the request of the Board of Directors of

the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

#### ARTICLE XII

The registered office and the registered agent at that same address are:

<u>Agent</u>	<u>Registered Office Address</u>
Howard A. Caplan, Attorney, P. A.	6260 Dupont Station Court Suite C Jacksonville, FL 32217

#### ARTICLE XIII

The initial Bylaws of the Corporation have been adopted by the Directors, and may be adopted, amended, or repealed in the manner provided for in the Bylaws and the

Florida Business Corporation's Act.

The undersigned President of the Corporation has executed the foregoing instrument this 9<sup>th</sup> day of January, 2007.

SPRING PARK, INC.

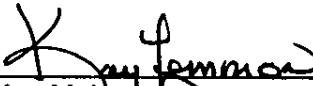
  
Steven H. Lemmon, President

**SECRETARY'S CERTIFICATE**

The undersigned certifies that she is the duly elected Secretary of Spring Park, Inc. (the "Corporation"), a Florida corporation. I further certify that on January 8, 2007, all of the Shareholders and Directors of the Corporation adopted the following resolution by unanimous consent:

That the Articles of Incorporation as amended, should be restated. The Second Amended and Restated Articles of Incorporation, dated March 8, 2001, are further amended and restated as set forth in the Third Amended and Restated Articles of Incorporation dated January 8, 2007, a copy of which is attached hereto.

IN WITNESS WHEREOF this Certificate has been signed by me, Secretary of the Corporation this 9<sup>th</sup> day of January, 2007.

  
\_\_\_\_\_  
Kay M. Lemmon,