

PROPOSED AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF CROSS CREEK AT EAST LAKE
WOODLANDS HOMEOWNERS ASSOCIATION, INC.

(A Florida corporation not for profit)

This instrument amends and restates the Articles of Incorporation of Cross Creek at Eastlake Woodlands Homeowners Association, Inc., which were originally filed with the Secretary of State of Florida on August 9, 1990.

The undersigned, by these Articles, hereby associate for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1 I - NAME

The name of the corporation shall be Cross Creek at East Lake Woodlands Homeowners Association, Inc., hereinafter sometimes referred to as the "Association."

ARTICLE 2 H - PURPOSE

~~2.1~~ The purpose for which the Association is organized is to provide for the maintenance, preservation and architectural control of resident lots, the exterior of homes, and the Common Areas within that certain tract of property legally described as: on Exhibit "A" to the original Declaration of Covenants Conditions and Restrictions for Cross Creek at East Lake Woodlands, recorded in Official Records book 7364, Page 2040 of the Pinellas County Public records, See Exhibit "A" attached hereto and any addition thereto (hereinafter referred to as the "lands"), and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose to:

2.1 ~~(a)~~ Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration"; ~~and applicable to the property, or any portion thereof, and recorded or to be recorded, in the Public Records of Pinellas County, Florida, as the same may be amended from time to time as therein provided;~~

2.2 ~~(b)~~ Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; to borrow money, and ~~with the consent of two-thirds (2/3) of each class of membership,~~ mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, provided, however, that the consent of the owners, by the affirmative vote of a majority of those voting members who are present and voting, in person or by proxy, at a meeting duly called for such purpose and at which a quorum is attained, shall be required for the borrowing of any sum in excess of ten thousand dollars (\$10,000.00);

2.3 ~~(c)~~ Hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation and the Declaration;

2.4 (d) Promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

2.5 (e) Delegate power or powers where such is deemed in the interest of the Association;

2.6 (f) Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

2.7 (g) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of the each Class of members of the Association;

2.8 (h) Charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

2.9 (i) Pay taxes and other charges, if any, on or against property owned or accepted by the Association;

2.10 (j) Have and exercise any and all powers, rights and privileges which a corporation organized under the Not-for-Profit Nonprofit Corporation Laws of the State of Florida, ~~by law~~ may now or hereafter have or exercise;

2.11 (k) Participate in mergers and consolidations with other ~~nonprofit~~ corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of the each Class of members of the Association.

2.12 Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member and no distributions of income shall be made to its members, directors, or officers.

ARTICLE 3 III - MEMBERSHIP

Every person or entity who is a record owner of a lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. ~~Classes of membership may be established pursuant to the Declaration of Covenants, Conditions and Restrictions recorded for the land.~~ Any owner of more than one lot shall be entitled to one (1) membership for each lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Change of membership

in the Association for an Owner shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a lot in the Development and by delivery of a recorded copy of the same to the Association. The Owner designated by such deed thus becomes a member of the Association and the membership of the prior Owner is terminated.

ARTICLE 4 IV - VOTING

The members of the Association are entitled to one (1) vote for each lot owned by them. The total number of votes (“voting interests”) is equal to the total number of lots. The vote of a lot is not divisible. If a lot is owned by one natural person, individually or as trustee, his right to vote shall be established by the record title to the lot. If a lot is owned jointly by two or more persons, that lot’s vote may be cast by any of the owners provided only one vote shall be cast. If the multiple owners cannot agree how to vote, and attempt to cast votes which are in conflict with those cast by another owner, the vote for that lot will not be counted. The vote of an owner which is not a natural person shall be cast by any officer of a corporation, or any partner or managing agent of another type of entity.

~~The Association shall have two (2) classes of members:~~

~~(a) — Class A. Class A members shall be all Owners, except the Developer, of lots and shall be entitled to one (1) vote for each such lot so owned.~~

~~(b) — Class B. The Class B member shall be the Developer and shall be entitled to ten (10) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership equals or exceeds the total votes outstanding in the Class B membership, or December 31, 1995, whichever first occurs.~~

ARTICLE 5 V - BOARD OF DIRECTORS OR DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, ~~which shall initially be three (3) and never less than three (3) Directors. Directors need not be members of the Association.~~

5.2 Directors shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

~~5.3 ————— The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:~~

Names	Addresses
Richard A. Puzzitiello	#1 Woodlands Boulevard Oldsmar, FL 34677
John Nierlich	#1 Woodlands Boulevard Oldsmar, FL 34677
Richard A. Puzzitiello, Jr.	#1 Woodlands Boulevard Oldsmar, FL 34677

ARTICLE 6 VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected 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 officers who shall serve until their successors are designated by the Board of Directors are as follows:~~

President	Richard A. Puzzitiello	#1 Woodlands Boulevard Oldsmar, FL 34677
Vice President	John Nierlich	#1 Woodlands Boulevard Oldsmar, FL 34677
Secretary	Richard A. Puzzitiello	#1 Woodlands Boulevard Oldsmar, FL 34677
Treasurer	Richard A. Puzzitiello	#1 Woodlands Boulevard Oldsmar, FL 34677

ARTICLE 7 VH - REGISTERED AGENT AND OFFICE

7.1 The registered agent of the Association shall be determined and appointed by the Board of Directors from time to time.

7.2 The office of the Association shall be the management company or registered agent for the Association as designated by the Board of Directors from time to time

~~The street address of the initial registered office of the Association shall be 41 Woodlands Boulevard, Oldsmar, Florida, 34677. The initial registered agent for the Association at the above address shall be John Nierlich.~~

ARTICLE 8 VIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is 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 performance of his 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 other rights to which such director or officer may be entitled.

ARTICLE 9 IX - BYLAWS

~~The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.~~

ARTICLE 10 X AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by petition of the members of the Association representing at least twenty-five percent (25%) of the total voting interests.~~(a)~~ Such approvals must be by a vote of not less than seventy-five percent (75%) of the members who are entitled to vote and who participate in voting, in person or by proxy, at a noticed membership meeting, provided at least a majority of the membership participates.

10.3 If an amendment is approved, a certificate of amendment will be signed by the president or vice president, and shall be recorded in the Public Records of Pinellas County, Florida.

ARTICLE 11 XI TERM

The term of the Association shall be perpetual.

~~ARTICLE XII SUBSCRIBERS~~

~~The name and address of the subscriber of these Articles of Incorporation is as follows:~~

<u>Names</u>	<u>Addresses</u>
John Nierlich	#1 Woodlands Boulevard
_____	Oldsmar, FL 34677

ARTICLE 12 XII DISSOLUTION

The Association may be dissolved in the manner provided by the Florida Statutes. ~~with the consent given in writing and signed by not less than two-thirds (2/3) of each Class of members of the Association.~~ Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

~~These Articles of Incorporation have been duly approved by the undersigned as and constituting all of the subscribers and directors of said corporation in a meeting duly held and assembled.~~

END OF PROPOSED AMENDED AND RESTATED ARTICLES OF INCORPORATION