

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF
WESTON POINTE ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

WESTON POINTE ASSOCIATION, INC., a not-for-profit corporation, organized and existing under the laws of the State of Florida, in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 617, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of Weston Pointe Association, Inc. were filed with the Secretary of State of the State of Florida on August 23, 1993, under the name "Weston Pointe Association, Inc."

2. The Amendments to the existing Articles of Incorporation being effected hereby are to amend and restate the existing Articles of Incorporation in their entirety and substituting in its place the form, terms and provisions set forth below.

3. Pursuant to the existing Articles of Incorporation, members of Weston Pointe Association, Inc. are entitled to vote on Amendments to the Articles of Incorporation and on July 8th, 1994 more than one-half (1/2) of the total votes of the Association membership voted to approve these Amended and Restated Articles of Incorporation of Weston Pointe Association, Inc.

4. After payment of all required taxes and fees, these Amended and Restated Articles of Incorporation are to be effective immediately upon filing with the Secretary of State of Florida, at which time the existing Articles of Incorporation of Weston Pointe Association, Inc. shall be deleted in their entirety and the following Articles shall be substituted in their place and stead:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

WESTON POINTE ASSOCIATION, INC.

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hereinafter in these Articles referred to as the "Association." The principal office and mailing address of the Association shall be P. O. Box 8057, Longboat Key, Florida 34228.

ARTICLE II

PURPOSES

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

A. To promote the health, safety, and social welfare of the owners of all lots located within Weston Pointe, a subdivision in Sarasota County, Florida (the "Subdivision"), being developed by Weston Pointe, Inc., a Florida corporation ("Developer").

B. To maintain all portions of the Subdivision and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the "Declaration of Restrictions for Weston Pointe" recorded in Official Records Book 2543, Page 2189 of the Public Records of Sarasota County, Florida (the "Restrictions").

C. To represent all of the members of the Association at meetings of Bay Isles Association, Inc., a Florida corporation not for profit organized to manage and administer the use of certain areas set aside for the common use and benefit of all owners in the "Bay Isles" planned unit development.

D. To carry out all of the duties and obligations assigned to it as a neighborhood property owners association under the terms of the Restrictions and the "Declaration of Maintenance Covenants and Restrictions on The Commons for Bay Isles" (the "Covenants").

E. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III

GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix assessments to be levied against all lots which are subject to assessment pursuant to the Restrictions for the purpose of defraying the expenses and costs of effectuating the objects and purpose of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements and replacements.

C. To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of the property of the Association where such is deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

I. To enforce, by any and all lawful means, the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Restrictions.

J. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

K. To contract for the management of the Association and other Association Property and to delegate in such contract all or any part of the powers and duties of the Association.

ARTICLE IV

MEMBERS

The members of this Association shall consist of all owners of lots in the Subdivision. Owners of such lots shall automatically become members upon acquisition of the fee simple title to their respective lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more lots so long as such member owns at least one lot.

The interest of a member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the lot which is the basis of his membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and lot number; provided, however, that any notice given to or vote accepted from the prior owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received except as otherwise provided in the Bylaws. The Secretary may, but shall not be required to, search the Public Records of Sarasota county or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE V

VOTING

Each lot in the subdivision shall be entitled to one vote in all Association matters submitted to the membership, and the owner of the lot shall be entitled to cast the vote in his discretion.

Such votes may be exercised or cast by the voting interest representing each lot in such manner as is provided in the Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) or more than nine (9) Directors. The Directors shall be members of the Association.

B. All Directors shall be elected by the members. Elections shall be by plurality vote.

C. Except as hereinafter provided, the term of each elected Director shall expire upon the election of his successor at the next succeeding annual meeting of members. Commencing with the first annual meeting, all Directors elected by the members shall be elected on a staggered two-year-term basis. Accordingly, at such meeting, the one-half (1/2) of the elected Directors receiving the highest number of votes, and, in addition, if there are an odd number of Directors elected, the Director receiving the next highest number of votes shall serve two-year terms, and the other elected Directors shall serve one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two year terms to fill the vacancies of those Directors whose terms are then expired. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one or two-year terms as may be appropriate to make even, or as nearly even as possible, the number of Directors serving one and two year terms. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal or death.

D. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise.

E. The names and addresses of the persons constituting the first elected Board of Directors are as follows:

Mary Ann Pipes	-	606 Weston Pointe Court Longboat Key, FL 34228
Jerry Mathis	-	617 Weston Pointe Court Longboat Key, FL 34228
Nathan Sharon	-	602 Weston Pointe Court Longboat Key, FL 34228

Robert Wight - 608 Weston Pointe Court
Longboat Key, FL 34228

Thomas Holmes - 612 Weston Pointe Court
Longboat Key, FL 34228

F. A Director of the Association who is present at a meeting of the Board at which action on any matter is taken, shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting thereto because of an asserted conflict of interest. Directors may not vote by proxy or by secret ballot at meetings of the Board. A vote or abstention for each member present shall be recorded in the minutes of the Association.

G. The Board shall have the powers reserved to it in these Articles of Incorporation, the Bylaws, the Declaration, and Florida Statutes 617, including the power to adopt the budget of the Association.

ARTICLE VII

OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of the President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors are as follows:

President	-	Jerry Mathis
Vice President/Treasurer	-	Nathan Sharon
Vice President/Secretary	-	Mary Ann Pipes
Vice President	-	Robert Wight
Vice President	-	Thomas Holmes

ARTICLE VIII

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX

BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded in the manner provided by such Bylaws.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed by the affirmative vote of the holders of more than one-half (1/2) of the total votes of the Association membership. No amendment, however, altering the number of votes attributable to any lot pursuant to Article V hereof shall be effective without the prior written consent of the owner of such lot.

Amendments to these Articles may be proposed by the Board acting upon vote of a majority of the Directors whether at a meeting or by an instrument in writing signed by all of the Directors or by voting interests of the Association having fifty-one (51%) percent or more of the votes in the Association, whether meeting as members or by an instrument in writing signed by them.

Upon any amendment to these Articles being proposed by said Board or membership, such proposed amendment shall be transmitted to the appropriate officer of the Association who shall thereupon call a special joint meeting of the Board and the membership for a date not sooner than twenty (20) days or later than sixty (60) days from receipt by such officer of the proposed amendment. It shall be the duty of the Secretary to give to each Director and member written or printed notice of such meeting in the same form and in the same manner as notice of the call of a special meeting of the members as herein set forth. For amendments to become effective, the same must be approved by an affirmative vote of fifty-one (51%) percent or more of the entire membership of the Association.

Thereupon, such amendment shall be transcribed, executed by the President or a Vice President and attested by the Secretary or Assistant Secretary of the Association, and a copy thereof recorded in the Public Records of the County in which the Association is located within 10 days from the date on which any amendment has been adopted.

Articles of Amendment containing the approved amendment shall be executed by the Association (by its President or Vice President, and acknowledged by its Secretary or Assistant Secretary). The Articles of Amendment shall set forth:

- (a) The name of the Corporation.
- (b) The amendment(s) so adopted.
- (c) The date of the adoption of the amendment by the membership.

The Articles of Amendment shall be filed, along with the appropriate filing fees, within 10 days from approval with the office of the Secretary of the State of Florida for approval.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at P.O. Box 8057, Longboat Key, Florida 34228 and the registered agent at such address shall be Jerry Mathis. The Association may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XII

BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual assessment of its members in accordance with the provisions of the Restrictions, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing fiscal year and for the purpose of levying assessments against all lots subject to assessment, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XIII

SUBSCRIBERS

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

Jerry Mathis

P.O. Box 8057
Longboat Key, FL 34228

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XV

DISSOLUTION OF THE ASSOCIATION

A. Upon expiration of the term of the Restrictions, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the total votes of the Association membership, and upon compliance with any applicable laws then in effect.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) Except as may be otherwise provided by the terms of the Restrictions, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among

the lots in the Subdivision prorata to the number of votes attributable to such lots pursuant to Article V hereof, and the share of each shall be distributed to the then owners thereof.

ARTICLE XVI

BINDING EFFECT

The provisions hereof shall bind and inure to the benefit of the members and their respective successors and assigns.

IN WITNESS WHEREOF, the undersigned has affixed its signature this 21 day of MARCH, 1995.

WESTON POINTE ASSOCIATION, INC.,
a Florida Not-for-Profit Corporation

By: [Signature] (Seal)
Its President

Attest: [Signature] (Seal)
Secretary

STATE OF FLORIDA FLORIDA)

COUNTY OF SARASOTA)

SS:

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgements, personally appeared JERRY L. MATHIS, who is personally known to me or who produced identification, and he acknowledged to me under oath that he/she executed the foregoing instrument as President of WESTON POINTE ASSOCIATION, INC., under due authority vested in him by the Association and that the seal affixed thereto is the true corporation seal of said corporation.

WITNESS my hand and official seal this 21 day of MARCH, 1994.

(Notarial Seal)

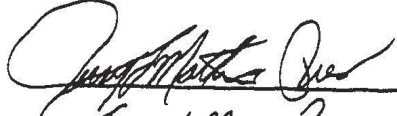
[Signature]
NOTARY PUBLIC
State of Florida at Large

[Printed Name of Notary]
My Commission Expires:
Commission Number:



ANTHONY D. BARTHOLOME
MY COMMISSION # CC 191524 EXPIRES
April 7, 1996
BONDED THRU TROY FARM INSURANCE, INC.

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE
ARTICLES OF INCORPORATION.



JERRY L. MATHIS PRESIDENT
(Typed or Printed Name)

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