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JED PITTMAN, PASCO COUNTY CLERK
08/09/05 12:02pm 1 of 8
OR BK 6520 PG 1570

**CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR TIMBER GREENS COMMUNITY ASSOCIATION, INC.**

We, WILLIAM SCHOMMER, President and MARY LOU ERLNBUSH, as Secretary of Timber Greens Community Association, Inc., hereby certify that at a meeting of the members of Timber Greens Community Association, Inc., held on April 14, 2005 in accordance with the Articles of Incorporation for Timber Greens Community Association, Inc., wherein the affirmative vote of two-thirds (2/3) of the votes cast by the Members of the Association, following (Exhibit A) Amended and Restated Articles of Incorporation of Timber Greens Community Association, Inc., were approved.

SEE TEXT ATTACHED HERETO AS EXHIBIT "A".

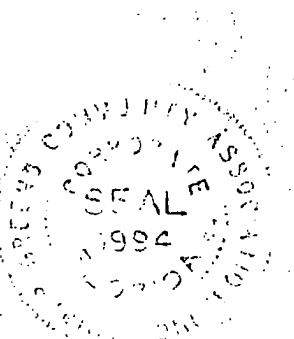
Dated this 30 day of April, 2005.

TIMBER GREENS COMMUNITY
ASSOCIATION, INC.

(Corporate Seal)

By: 
WILLIAM SCHOMMER, President


MARY LOU ERLNBUSH, Secretary



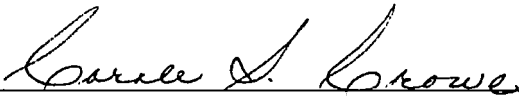
Certificate of Amendment to the Amended and Restated
Articles of Incorporation for Timber Greens Community Association, Inc.
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OR BK **6520** PG **1571**
2 of 8

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that this 30 day of April, 2005, before me personally appeared WILLIAM SCHOMMER and MARY LOU ERLNBUSH, as President and Secretary, respectively of Timber Greens Community Association, Inc., to me known to be the persons who executed this Certificate of Amendment to the Articles of Incorporation for Timber Greens Community Association, Inc. and acknowledged before me according to law that each has made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30 day of April, 2005.



NOTARY PUBLIC, State of Florida at Large

Print Name: CAROLE S. CROWE

My Commission Expires: _____



344977.1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
TIMBER GREENS COMMUNITY ASSOCIATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF TIMBER GREENS COMMUNITY ASSOCIATION, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, certifies that:

**ARTICLE I
NAME**

The name of this corporation is TIMBER GREENS COMMUNITY ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association".

**ARTICLE II
DEFINITIONS**

All terms defined in the Master Declaration of Covenants, Conditions and Restrictions for Timber Greens recorded in the public records of Pasco County, Florida (the "Declaration") shall have the same meanings when used herein.

**ARTICLE III
PRINCIPAL OFFICE AND AGENT**

The principal place of business of the Association shall be 6333 Timber Greens Boulevard, New Port Richey, Florida 34655. The office of the Registered Agent of the Association is 220 South Franklin Street, Tampa, Florida 33602. The registered agent of the Association is Steven H. Mezer.

**ARTICLE IV
OBJECTS, PURPOSES AND POWERS**

Section 4.1. This Association is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or Member.

Section 4.2. The objects and purposes for which this Association is organized are as follows:

4.2.1. To establish, maintain, operate, and provide all community services of every kind and nature required or desired by the Members including without limitation those services and functions described in the Declaration.

4.2.2. To provide for the enforcement of the Declaration. To engage in such other activities as may be to the mutual benefit of the Members and the owners of portions of the Properties.

4.2.3. To own, operate, and manage Common Area and properties conveyed to it, in accordance with the Declaration.

4.2.4. To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

4.2.5. The Association shall operate, maintain, and manage the surface water and stormwater management systems in a manner consistent with the Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration.

Section 4.3. In furtherance of the aforesaid objects, purposes, and powers, the Association shall have all the powers of a Corporation Not for Profit organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the power:

4.3.1. To make, levy, and collect Assessments from its Members and to expend the proceeds of such Assessments for the benefit of its Members.

4.3.2. To bring and defend suits on behalf of the Association.

4.3.3. To make and enforce reasonable Major Rules and Regulations governing the use of the Properties covered by the Declaration.

4.3.4. To maintain, repair, replace, operate, and insure those portions of the property that the Association has the duty or right to maintain, repair, replace, operate, and insure under the Declaration, these Articles, and the Bylaws of the Association.

4.3.5. To contract and pay for the management of its property and to delegate to such contractors any or all powers and duties of the Association.

4.3.6. To employ personnel to perform the duties and services authorized by these Articles and by the Bylaws of the Association.

4.3.7. To purchase insurance for the protection of the Association and its Members.

4.3.8. To reconstruct improvements constructed on its property after casualty or other loss.

4.3.9. To make additional improvements to its property in accordance with the Declaration.

4.3.10. To acquire and enter into agreements whereby it acquires leaseholds, memberships, or other possessory or use interests in lands or facilities including but not limited to marinas, lakes, and other recreational facilities, whether or not contiguous.

4.3.11. The Association may purchase, lease, rent, and finance the purchase of equipment, furniture, and other items for the benefit of the Association or its members.

ARTICLE V MEMBERS

Section 5.1. Identity. The Members of this Association shall consist of all owners of record title to Properties as provided in the Declaration.

Section 5.2. Transfer. Membership in this Association cannot be transferred in any manner except as may be provided in the Declaration.

Section 5.3. Class. The Association shall have one (1) class of voting membership. All votes shall be cast in the manner provided in the Declaration. When more than one person or entity holds an interest in any Lot, the vote for such Lot shall be exercised as such persons or entities determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to any such Lot, nor shall any split vote be permitted with respect to such Lot.

Section 5.4. Voting. When more than one (1) person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to each Lot. In the event of a disagreement among such persons and an attempt by two (2) or more of them to cast the vote of such Lot, such vote shall not be recognized and the Lot shall not be counted for any purpose until such dispute is resolved.

ARTICLE VI TERM

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State of Florida. The Association shall exist in perpetuity.

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of that number of Directors specified in the Bylaws. The Board of Directors shall be elected by the Members of the Association entitled to vote.

The Directors of the Association shall be elected at the time and in the manner provided for in the Bylaws. The terms of office shall be established by the Bylaws.

ARTICLE VIII OFFICERS

The officers of the Association shall consist of a President, one (1) or more Vice President, a Secretary, and a Treasurer. The officers in the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the Bylaws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE IX INDEMNIFICATION

Section 9.1. Third Party Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending, or completed action, suit, or proceeding, or appeal therefrom, whether civil, criminal, administrative, investigative, or otherwise (other than any action by or in the right of the Association) by reason of the fact that he or she is or was a director, officer, or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer, or employee of another association or a partnership, joint venture, trust, or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust, or other enterprise), against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection

with such action, suit, or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful.

Section 9.2. Derivative Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association, or appeal therefrom, to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer, or employee of another association or a partnership, joint venture, trust, or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust, or other enterprise), against expenses (including attorneys' fees and amount paid in settlement) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association; provided, however, that no person shall be entitled to indemnification under this Section 9.2 in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Association.

Section 9.3. Successful Defense. To the extent that a director, officer, or employee has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 9.1 or 9.2 of this Article IX, or in defense of any claim, issue, or matter mentioned therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith, and the Board of Directors of the Association shall direct the reimbursement of all such expenses to such person.

Section 9.4. Determination of Propriety of Indemnification. No person seeking indemnification under Section 9.1 or 9.2 of this Article IX shall be indemnified unless pursuant to a determination by a court or unless the Board of Directors in good faith by a majority vote of directors who were not parties to such action, suit, or proceeding determine that the standards set forth in such Sections have been met in the circumstances. The Association may provide for additional indemnification and right to any person (including without limitation those persons referred to in Sections 9.1 and 9.2 of this Article IX), in each case except as otherwise ordered by a court or prohibited by law.

ARTICLE X DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, director, or officer of the Association or other private individual shall be entitled to share in the distribution of any of its assets upon dissolution of the Association. Unless agreed to the contrary by two-thirds (2/3) of the Members, upon dissolution of the Association, the assets of the Association shall be granted, conveyed, and assigned to an appropriate public body, agency, or agencies, utility or utilities, or any one or more of them or to any one or more nonprofit associations, trusts, or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall divest or diminish any right or title of any Member vested under the Declaration unless made in accordance with the provisions of such Declaration. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with the Florida Administrative Code and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE XI AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the votes cast by the Members of the Association entitled to vote.

**ARTICLE XII
BYLAWS**

The Association shall adopt Bylaws governing the conduct of the affairs of the Association. The Bylaws shall be altered, amended, or rescinded as provided in the Bylaws.

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