

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JACARANDA WEST HOMEOWNERS' ASSOCIATION #1, INC.

WHEREAS, the original Articles of Incorporation of Jacaranda West Homeowners' Association #1, Inc. f/k/a The Willows Homeowners' Association, Inc. were filed with the Florida Department of State on June 7, 1974, and

WHEREAS, the Articles were amended once to change the name of the Association as reflected by Articles of Amendment filed with the Florida Department of State on May 23, 1975, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles which amendments were duly approved by not less than seventy five (75%) percent of the voting interest of the members represented in person or by proxy at a membership meeting held on the November 21, 2002, and

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

WHEREAS, not less than seventy-five (75%) percent of the membership of the entire Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board meeting held on June 27, 2002.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Jacaranda West Homeowners' Association #1, Inc.

ARTICLE I
NAME OF CORPORATION AND PRINCIPAL ADDRESS

The name of this corporation is Jacaranda West Homeowners' Association #1, Inc. (herein referred to as the "Association") The principal office and mailing address shall be c/o Argus Management of Venice, Inc., 181 Center Road, Venice, FL 34285. The Directors may change the location of the office as needed.

ARTICLE II
PURPOSES

2.1 Purpose. The general nature, object, and purposes of the Association are:

(a) To enforce that certain Agreement dated June 4, 1974, as recorded in Official Records Book 1045, Page 1056, et seq. (Agreement), and the Declarations of Restrictions as recorded in Official Records Book 1045, Page 1070 et seq., Official Records Book 1345, Page 670 et seq., and Official Records Book 1550, Page 936 et seq., all of the Public Records of Sarasota County, Florida, and all as amended from time to time (hereinafter collectively referred to as the "Declaration"). The terms herein shall have the same meaning as set forth in the Declaration unless otherwise indicated.

(b) To take such action as may be deemed appropriate to promote the health, safety and social welfare of the Owners and occupants.

(c) To undertake and carry out all of the duties and obligations which may be assigned to it by the Agreement, the Declaration, these Articles of Incorporation, the Bylaws of the Association, or by

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SARASOTA COUNTY, FLORIDA

statute

(d) To operate without profit and for the sole and exclusive benefit of Owners of Property in the Subdivision.

ARTICLE III GENERAL POWERS

3.1 Powers. The Association shall have all the powers and duties set forth in the Agreement, the Declaration, these Articles of Incorporation, the Bylaws, and those powers and duties granted by the laws of the State of Florida to not-for-profit corporations, along with all the powers and duties reasonably necessary to maintain and manage the Association pursuant to the Declaration as amended from time to time, including but not limited to the following:

(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 and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation or Bylaws, and not forbidden by the laws of the State of Florida.

(b) To establish a budget and to fix assessments for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association.

(c) To place liens against any Lots for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Association's business.

(d) To hold funds solely for the benefit of the Owners 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 pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.

(h) To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association, the terms and provisions of the Declaration, the terms and provisions of the Agreement, and, wherever applicable or appropriate, the terms and provisions of any restrictions applicable to any portion of the Property.

(i) In general, to have all powers that are or may be conferred upon a corporation not for profit by the laws of the State of Florida and the common law, except as prohibited herein.

3.2 Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws of the Association.

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, Agreement, and the Declaration.

**ARTICLE V
BOARD OF 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
CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VIII
BYLAWS**

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

**ARTICLE IX
AMENDMENT TO ARTICLES OF INCORPORATION**

9.1 Amendments. 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. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the Board of Directors and by not less than a majority of the voting interests, present in person or by proxy, at any annual or special meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the text of the proposed amendment, or by approval in writing by a majority of the total voting interests without a meeting.

9.2 Limitation on Amendments. No amendment shall be made that is in conflict with the Declaration, the Agreement, or applicable provisions of Chapters 720 Florida Statutes in effect on the date of filing of these Amended and Restated Articles with the Florida Department of State.

9.3 Certification. A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Sarasota County, Florida.

**ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT**

The Association has appointed William Jaeck, 16 Church Street, Osprey, Florida 34229, 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.

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS


11.1 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 (2002).

11.2 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.

11.3 Insurance. The Association shall have the power to 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.

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.

Jacaranda West Homeowners' Association #1, Inc.



By: Richard A. Clark, President