

State of Florida



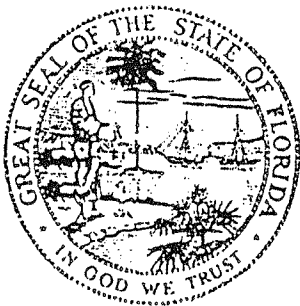
Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC., changing its name to EAST LAKE WOODLANDS MASTER ASSOCIATION, INC., a Florida corporation, filed on August 3, 1983, as shown by the records of this office.

The charter number of this corporation is 767594.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
3rd day of August, 1983.

George Firestone
Secretary of State



CER-101

LAW OFFICES

WELL & DEAS, P.A.

SUITE 404

20 RIVERSIDE AVENUE

ORVILLE, FLORIDA 32204

ARTICLES OF INCORPORATION

OF

EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC.
(A Florida corporation not for profit)

FILED

AUG 5 12 47 PM '83

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1 - NAME

The name of the corporation shall be: EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC. (the "Association").

ARTICLE 2 - PURPOSE

The general nature, objects and purposes for which the Association is organized are as follows:

(a) To promote the health, safety and social welfare, both directly and indirectly, of the members of the Association in protecting and enhancing the value of various single family, patio homes, cluster homes, and condominium developments, both present and future, (the "Developments") located or to be located in the two large Planned Unit Developments located in Northern Pinellas County and commonly referred to as East Lake Woodlands and The Woodlands On East Lake Road, (the "Community") which are being developed by East Lake Woodlands, Ltd., a Florida limited partnership and P-1179, Ltd., a Florida limited partnership, respectively, inter alia (the "Developers");

(b) To endeavor to see that adequate police, fire and security protection, garbage and trash removal and other conveniences and utility services are furnished to the Community;

(c) To provide for the upkeep, maintenance, repair, improvement, replacement, and beautification of all gates, security services, parkways, street lights, main thoroughfares, through streets, project signs not directly relating to marketing, walls, entrance facilities, guard houses, lakes, and other similar "community type" facilities serving and benefiting the Community as a whole, regardless of whether such are owned by the Association or not (the "Community Facilities").

(d) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving, equipment, and other property both real and personal, related to or including the Community Facilities, as the Board of Directors, in its discretion, determines necessary, appropriate and/or convenient;

(e) To operate without profit for the sole and exclusive benefit of its members, both directly and indirectly, but without pecuniary gain or profit to the members of the Association.

ARTICLE 3 - GENERAL POWERS

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

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100 RIVERSIDE AVENUE

DOHNVILLE, FLORIDA 32204

The Board of Directors may deal with and expend the income and principal of the Association in such manner as in the judgment of the Board will best promote its purposes.

The By-Laws may confer powers upon the Directors in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

ARTICLE 8 - OFFICERS

The officers of the Association, who shall manage its affairs under the direction of the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors from time to time may elect or appoint. The officers shall be elected at the annual meeting of the Board of Directors or at such other time as may be specified in the By-Laws and shall hold office for such period of time as the By-Laws shall provide.

The names, addresses and offices held of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

Allan R. Rutberg, President
305 Edgewater Drive
Dunedin, Florida 33528

John W. Nelson, Vice President
A-1 Lake Saxton Drive
Land O'Lakes, Florida 33539

Thomas A. Shapiro, Secretary/Treasurer
3012 Arbor Oaks Drive
Palm Harbor, Florida 33563

ARTICLE 9 - BY-LAWS

The Founder Member shall make, alter, amend, or rescind the By-Laws of the Association.

ARTICLE 10 - DISSOLUTION

Upon the dissolution or liquidation of the Association, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or to the federal government, or to a state or local government, for a public purpose. None of the funds or assets and none of the income of the Association shall be paid over, distributed to or inure to the benefit of any member, officer or director of the Association or any other private individual.

ARTICLE 11 - STOCK

The Association shall not have or issue any shares of corporate stock.

ARTICLE 12 - OFFICE

The initial principal office of the Association is to be located at Palm Harbor, Florida, which office may be changed from time to time by action of the Board of Directors.

ARTICLE 13 - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted as follows subject to the limitations as to amending Article 15 set forth infra: Every amendment shall first be proposed by the Founder Member and shall then be approved by the Founder Member by resolution duly adopted at any meeting thereof. A copy of the proposed amendment with thereon a certificate that it has been approved by the Founder Member, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice-President, shall be prepared and filed with the Secretary of State of the State of Florida in the manner required for Articles of Incorporation of corporations not for profit. The Articles of Incorporation shall be amended and the amendment incorporated therein when the amendment has been filed with the Secretary of State, approved by him, and all filing fees have been paid. Subject to the foregoing terms and conditions, the Association reserves the right to alter, amend, change or repeal any provision contained herein.

Anything herein to the contrary notwithstanding, it is specifically understood and agreed that Article 15 shall not be amended without the approval of the Founder Member, a majority of the Associate Members (a majority for such purposes being deemed to be a sufficient number of Associate Members representing Developments containing a majority of all developed Lots or Units), and a majority of the Regular Members.

ARTICLE 14 - CONTRACTUAL POWERS

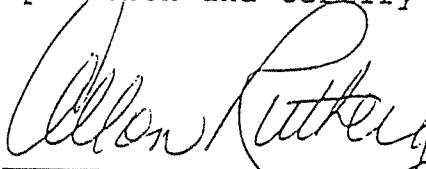
In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by the fact that any director or officer of the Association is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation, or partnership. It is specifically intended that officers of the Association may also be officers in or have an interest in the corporations with which management or maintenance agreements are or may be entered into with respect to one or more of the Developments.

ARTICLE 15 - ASSESSMENTS

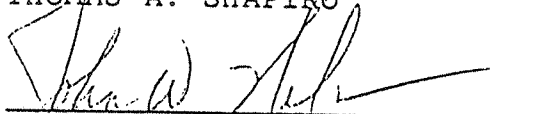
Assessments for purposes of operating the Association shall be levied on a fair and equitable basis as follows:

The Association as set forth supra, is charged with the duty of maintaining the Community Facilities. The Association will assess each Associate Member and each Regular Member its pro rata share of the cost of maintaining the Community Facilities on an annual basis (based upon the total number of Units within the Association plus Units actually or contemplated to be under construction during that year, plus a usage factor reflecting the estimated usage of the Community Facilities by non-Unit Owners such as employees or country club members) with Developers being assessed for all Units under construction and for the usage factor. Developers further have reserved the right to contribute additional funds toward the cost of operating the Association if they feel such would be appropriate.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 26th day of July, 1983, for the purpose of forming this corporation not for profit under the laws of the State of Florida, and we hereby make, subscribe, acknowledge, and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


ALLAN R. RUTBERG



THOMAS A. SHAPIRO


JOHN W. NELSON

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared Allan R. Rutberg, Thomas A. Shapiro, and John W. Nelson, parties to the foregoing Articles of Incorporation, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they made, subscribed and acknowledged the foregoing Articles of Incorporation as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 26th day of July, 1983.


Notary Public, State and
County Aforesaid.
My commission expires:
Notary Public, State of Florida at Large
My commission expires April 22, 1984


CERTIFICATE DESIGNATING PLACE OF **FILED**
BUSINESS OR DOMICILE FOR THE **AUG 5 12 47 PM '83**
SERVICE OF PROCESS WITHIN THIS **SECRETARY OF STATE**
STATE; NAMING AGENT UPON WHOM **TALLAHASSEE, FLORIDA**
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted in compliance with said Act:

FIRST: That East Lake Woodlands Community Association,
Inc., desiring to organize under the laws of the State of
Florida, with its initial registered office, as indicated in
the Articles of Incorporation, at the City of Palm Harbor,
County of Pinellas, State of Florida, has named William J.
Deas, located at Suite 606, 1000 Riverside Avenue,
Jacksonville, Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for
the above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provisions of Chapter 48.091,
Florida Statutes, relative to keeping open said office.



WILLIAM J. DEAS.