

**AMENDED AND RE-STATED ARTICLES OF INCORPORATION
OF SPRINGWOOD VILLAS II, INC., NO. 4, A CONDOMINIUM
NOW TO BE KNOWN AS SPRINGWOOD VILLAS II, INC.**

The Articles of Incorporation of Springwood Villas II, Inc., No. 4, a condominium were formed by the Developer of the Springwood Villas II community for the purpose of operating one of the condominiums within the community. Several years ago, the corporation was determined to be the surviving member and successor by merger to the various Springwood Villas II Condominium Associations. The following constitutes the amended and restated Articles of Incorporation of Springwood Villas II, Inc., No. 4, a condominium, now to be known as Springwood Villas II, Inc.:

I.

The name of the corporation shall be: Springwood Villas II, Inc.

II.

The purpose for which the corporation is organized is to maintain, operate and repair the Springwood Villas II condominium community as described in the Declarations of Condominium thereof recorded among the Official Records of Pinellas County, Florida. the owner, or solely to maintain or operate without any interest in real property, certain multi-unit residential buildings and the land upon which said buildings shall be situated in Pinellas County, Florida, and to transact all business necessary and proper in connection with the operation of said property for the mutual benefits of its members; to operate the property for the sole use and benefit of its members, without attempting to make any profit or other gains for the corporation, and to perform any other act for the well-being of member residents without partially or undue inconvenience as between member residents; and to perform any other act in maintaining an atmosphere of congeniality and high standard of the physical appearance of the buildings, to formulate By-Laws, rules or regulations, and to provide for the enforcement thereof. The corporation shall also have such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purpose as set forth herein and as permitted by Chapter 617, Florida Statutes, entitled "Corporations Not for Profit".

III.

Various Declarations of Condominium as described in the Official Records of Pinellas County, Florida contain the legal description of the property subject to operation, maintenance and control by the corporation.



IV.

The term for which this corporation shall exist shall be perpetual.

V.

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

Irving Green	10550 U.S. 19 North Pinellas Park, Florida
Linda Sundstrom	10550 U.S. 19 North Pinellas Park, Florida
Benjamin I. Green	10550 U.S. 19 North Pinellas Park, Florida

VI.

The affairs of the corporation shall be managed by a President, Vice-President, Secretary and Treasurer. The officers of the corporation shall be elected annually by the Board of Directors of the corporation in accordance with the provisions provided therefor in the By-Laws of the corporation.

VII.

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than five (5), nor more than seven (7) members, as the same shall be provided for by the By-Laws of the corporation. The members of the Board of Directors shall be elected annually by the majority vote of the members of the corporation in the manner set forth in Article II of the Bylaws. The names and addresses of the current elected Board of Directors and Officers, who shall serve as Directors and Officers until the next election of Directors and Officers, are as follows:

Irving Green	10550 U.S. 19 North Pinellas Park, Florida	President and Director
Gwen Kukukuck	10550 U.S. 19 North Pinellas Park, Florida	Vice-President and Director
Benjamin I. Green	10550 U.S. 19 North Pinellas Park, Florida	Secretary and Director
Linda Sundstrom	10550 U.S. 19 North Pinellas Park, Florida	Treasurer and Director
Paul J. Skipper	10550 U.S. 19 North Pinellas Park, Florida	Director

VIII.

The By-Laws of the corporation are to be made, altered or rescinded by a majority vote of the members of the corporation present, in person or by proxy, at a duly called meeting of the membership.

IX.

Amendments to the Articles of Incorporation may be proposed by the Board of Directors or by a majority vote of the members of the corporation, provided, however, that no such amendments to the Articles of Incorporation shall be effective unless adopted pursuant to Article XI hereinafter.

X.

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the corporation, except as provided in the Declaration of Condominium.

Section 2. Each member shall be restricted to one (1) vote in all matters on behalf of the corporation.

Section 3. A membership may be owned by more than one (1) owner, provided that membership may be held in the same manner as title to the unit. In the event that ownership is in more than one (1) person, all of the owners of such membership shall be entitled collectively to only one (1) vote or ballot in the management of the affairs of the corporation in accordance with the Declaration of Condominium, and the vote may not be divided between plural owners of a single membership.

Section 4. The members of this corporation shall be subject to assessment for the costs and expenses of the corporation in operating the multi-unit buildings, in accordance with the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the corporation. The By-Laws of the corporation may not change or alter this Section 4, Article X.

Section 5. The corporation shall not be operated for profit, no dividends may be paid, and no part of the income of the corporation shall be distributed to its members, directors or officers.

Section 6. The members of the corporation, individually, are responsible for all maintenance and repair within and about their condominium unit.



Section 7. Deleted

Section 8. The members of this corporation shall be subject to all of the terms, conditions, restrictions and covenants contained in the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the corporation.

XI.

These Articles of Incorporation of the corporation may not be amended, altered, modified, changed or rescinded by a vote of less than a majority of the then present members of the corporation, which may be accomplished at any regular or special meeting of the corporation, provided that written notice of the proposed change shall have been mailed to each member of the corporation fourteen (14) days prior to said meeting of the corporation, provided, however, that no such alteration, amendment, modification, change or revision of Article II hereinabove and Sections 4, 5, 6 and 8 of Article X may be made without the unanimous approval of the then members of the corporation, together with the written unanimous approval of all mortgagees holding a valid enforceable first mortgage lien against any condominium unit, providing such mortgagees are institutional mortgagees such as a bank, savings and loan association or insurance company authorized to transact business in the State of Florida.

XII.

This corporation shall provide and may contract for recreational facilities to be used by the condominium unit owners for recreational and social purposes.

XIII.

In the event this corporation shall become dormant, inactive and fail to perform its duties and carry out its contractual covenants and conditions as set forth herein, together with those matters required to be performed of this corporation in accordance with the Declaration of Condominium, and all matters in connection therewith, as it may pertain to this corporation, then the said corporation shall revert back to the original incorporators or their designated attorney-in-fact for purposes of reactivating said corporation by electing new officers and directors of this corporation and as provided for in the Articles of Incorporation and By-Laws of this corporation.

XIV.

The principal place of business of this corporation shall be located at 10440 Azalea Park Drive, Pinellas Park,

Pinellas County, Florida, or such place or places as may be designated from time to time.

IN WITNESS WHEREOF, the membership has adopted these amended and restated Articles of Incorporation pursuant to the Certificate of Amendment attached hereto.



Prepared by and return to:
C. SCOTT BRAINARD, ESQUIRE
DEEB & BRAINARD, P.A.
5999 Central Avenue, Suite 202
St. Petersburg, FL 33710

CERTIFICATE OF AMENDMENT

CERTIFICATE made this 20th day of January, 2004, by **SPRINGWOOD VILLAS II, INC.**, a Florida Corporation not for profit ("Association").

WHEREAS, the Consolidated Declaration of Condominium Ownership of Springwood Villas II, Inc., No. 1, a condominium, Springwood Villas II, Inc., No. 2, a condominium, Springwood Villas II, Inc., No. 3, a condominium, Springwood Villas II, Inc., No. 4, a condominium, Springwood Villas II, Inc., No. 5, a condominium, Springwood Villas II, Inc., No. 6, a condominium, Springwood Villas II, Inc., No. 7, a condominium, Springwood Villas II, Inc., No. 8, a condominium, was recorded in Official Records Book 8746, Page 1011, of the Public Records of Pinellas County, Florida and it exists as originally recorded and subsequently amended (the "Declaration"). The Condominium Plats relevant to such Consolidated Condominium are recorded at Condominium Plat Book 3, page 251, Condominium Plat Book 8, page 59, Condominium Plat Book 9, page 59, Condominium Plat Book 9, page 90, Condominium Plat Book 11, page 68, Condominium Plat Book 13, page 85, Condominium Plat Book 15, page 83, Condominium Plat Book 16, page 52, Condominium Plat Book 17, page 90, Condominium Plat Book 27, page 38, Condominium Plat Book 23, page 32, and Condominium Plat Book 42, page 57, all of the Public Records of Pinellas County, Florida; and

WHEREAS, the owners of units in the Condominiums desire to amend the Declaration, and a sufficient number of such owners as required by the Declaration has affirmatively voted at a duly called meeting of the Association to approve certain amendments as set forth herein.

NOW, THEREFORE, be it known that:



1. The Declaration is hereby amended as described as follows:

ARTICLE 9, COMMON EXPENSES AND COMMON SURPLUS, shall be amended to add the following new paragraph at the end of the Article:

"The common expenses of all eight condominiums operated and managed by Springwood Villas II, Inc., will be assessed pursuant to a consolidated budget and financial operations, as provided for in Section 718.111(6) of the Florida Statutes. All the condominiums shall operate as a single condominium for purposes of financial matters, including budgets, assessments, accounting, record-keeping, reserves, and similar matters."

2. Any portion of the Declaration not amended hereby shall remain unchanged.

IN WITNESS WHEREOF, the Association has caused these presents to be signed the date and year first above written.


Witness

Witness

SPRINGWOOD VILLAS II, INC., a Florida Not For Profit Corporation

By: 
Robert Taylor, President

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing was acknowledged before me, this 20th day of January, 2004, by Robert Taylor, President of Springwood Villas II, Inc., a Florida Corporation not for profit, on behalf of the Corporation.

C. Scott Brainard

NOTARY PUBLIC

My Commission Expires:

Print Name _____

