

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
KILLEARN HOMES ASSOCIATION, INC

Killearn Homes Association, Inc., a Florida non-profit corporation, at the hands of its President, Bob Ippolito, and its Secretary, Claude Thigpen, hereby certifies that the Board of Directors of said corporation at a regular meeting called and held on November 8, 2005, by majority vote, amended Articles IV, XV, and restated the Articles of Incorporation.

ARTICLE I

The name of the corporation is KILLEARN HOMES ASSOCIATION, INC.

ARTICLE II

PURPOSES AND POWERS

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the residents within the following described property, to wit:

Commence at the Southwest corner of Section 4, Township 1 North, Range 1 East, Leon County Florida, and run thence North 88 degrees 59 minutes East 881.64 feet, thence North 00 degrees 44 minutes 30 seconds East 1005.0 feet to the point of Beginning. From said Point of Beginning run thence North 86 degrees 44 minutes 30 seconds West 575.0 feet, thence North 68 degrees 44 minutes 30 seconds West 590.0 feet, thence North 26 degrees 45 minutes 30 seconds East 200.0 feet, thence South 62 degrees 01 minute 50 seconds East 206.84 feet, thence North 34 degrees 59 minutes East 432.02 feet to a point of curve to the right, thence northeasterly along said curve with a radius of 341.25 feet, through a central angle of 1 degree 40 minutes 45 seconds for an arc distance of 10.0 feet, thence North 53 degrees 20 minutes 15 seconds West, 180.0 feet, thence North 52 degrees 01 minutes East, 403.93 feet, thence South 62 degrees 15 minutes 30 seconds East 168.15 feet, thence South 84 degrees 49 minutes 30 seconds East, 288.25 feet, thence North 00 degrees 44 minutes 30 seconds East 60.16 feet, thence South 84 degrees 55 minutes 20 seconds East 443.37 feet, thence North 89 degrees 51 minutes 40 seconds East 708.10 feet; thence South 21 degrees 04 minutes 10 seconds

East, 140.14 feet, thence South 45 degrees 38 minutes 40 seconds East 125.65 feet, thence South 11 degrees 10 minutes 40 seconds East, 101.98 feet, thence South 72 degrees 48 minutes West 185.0 feet, thence South 17 degrees 12 minutes East 122.96 feet to a point on a curve concave to the Southeasterly, thence Northeasterly along said curve with a radius of 908.48 feet, through a central angle of 11 degrees 15 minutes 18 seconds (the chord of said arc being North 80 degrees 20 minutes East 178.16 feet) for an arc distance of 178.46 feet, thence South 4 degrees 03 minutes 10 seconds East 80.0 feet thence South 00 degrees 26 minutes 55 seconds West 261.54 feet, thence South 87 degrees 26 minutes 55 seconds West 70.0 feet, thence South 76 degrees 56 minutes 10 seconds West 619.27 feet, thence South 86 degrees 15 minutes 30 seconds West 480.0 feet, thence North 86 degrees 44 minutes 30 seconds West 210.00 feet to the Point of Beginning.

And such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation as provided in Article V herein, hereafter referred to as "The Properties" and for this purpose to have the authority to:

- (a) own, acquire, build, operate and maintain recreation parks, street lights, playgrounds, swimming pools, boat docks, commons, streets, footways, including buildings, structures, personal properties incident thereto, hereinafter referred to as "the common properties and facilities";
- (b) provide exterior maintenance for the lots and homes within The Properties;
- (c) provide garbage and trash collection;
- (d) maintain unkept lands and trees;
- (e) supplement municipal services;
- (f) fix assessments to be levied against The Properties;
- (g) enforce any and all covenants, restrictions and agreements applicable to The Properties;
- (h) pay taxes, if any, on the common properties and facilities;
- (i) to promote the social welfare and education of the members hereof, and to promote the public safety within the confines of Killearn Estates, including, but not limited to the prevention of cruelty and danger to children and animals, and to generally promote the physical fitness and welfare, all for the benefit only of the members hereof; and,

- (j) Insofar as permitted by law to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every person or entity who is or becomes a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. The requirement of membership shall not apply to any mortgagee or third person acquiring title by foreclosure or otherwise, pursuant to the mortgage instrument, or those holding by, through or under such mortgages or third person.

Section 2. All members shall be entitled to one vote for each lot, in which they hold the interest required for membership by Section 1, provided, however, that in no event shall more than one vote be cast with respect to any such lot.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS; SELECTION; TERMS OF OFFICE

The affairs of the corporation shall be managed by a Board of Directors consisting of not more than eleven (11) nor less than five (5) directors, all of whom must be members of the association, and a President, Vice-President, a Secretary, and a Treasurer. Directors shall be elected by the membership and serve for a term of three years or until their successors are duly elected. Ballots shall be mailed to all members prior to the annual meeting which shall be held in November on a date to be set by the Board of Directors. The incoming Board of Directors shall elect the officers to serve during its term of office.

ARTICLE V

ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to the properties described in Article II may be only made in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this corporation to such properties. Where the applicable covenants require that certain additions be approved by this corporation, such approval must have the assent to two-thirds of those voting irrespective of class, of members who are voting in person or by proxy, at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VI

MERGERS AND CONSOLIDATIONS

Subject to the provisions of the recorded covenants and restrictions applicable to the properties described in Article II, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purpose, provided that any such merger or consolidation shall have the assent of two-thirds of the votes irrespective of class of members who are voting in person or by proxy at a meeting called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VII

MORTGAGES; OTHER INDEBTEDNESS

The corporation shall have power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties.

The total debts of the corporation including the principal amount of such mortgages; outstanding at any time, shall not exceed the total of five (5) years. assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes irrespective of class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VIII

QUORUM FOR ANY ACTION GOVERNED BY ARTICLES V, VI, VII, AND VIII
OF THESE ARTICLES

The quorum required for any action governed by Articles V, VI, VII, and VIII of these Articles shall be as follows:

At the first meeting duly called as provided therein the presence of members, or of proxies, entitled to cast sixty (60) percent of all of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the requirements set forth in said Articles, and the required quorum at the subsequent meeting shall be one-half of the required quorum at the preceding meeting, provided that no such subsequent meeting be held more than sixty (60) days following such preceding meeting.

This article may be amended by an affirmative vote or two-thirds of the votes of those members voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE IX

DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

DISSOLUTION

The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of the total outstanding votes. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (which shall be consonant with Articles XII hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE XII

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation.

In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIII

AMENDMENTS

These Articles may be amended by a two-thirds vote of those members voting in person or by proxy; at a meeting called for that purpose at which a quorum of fifteen (15) percent of the total, membership is forthcoming, either by members present or by proxy; provided that the voting and quorum requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the property interests created thereby.

ARTICLE XIV

INDEMNIFICATION

The Corporation shall the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, against expenses including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

ARTICLE XV

REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 2705 Killarney Way, Tallahassee, Florida, 32309 and the name of its registered agent at such address is Brad Trotman.

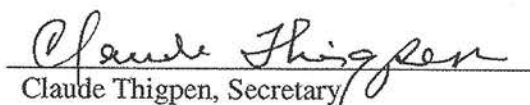
In Witness Whereof said corporation has caused this document to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this the 8th day of October, 2007.

(SEAL)

KILLEARN HOMES ASSOCIATION, INC.
A non-profit Florida corporation

By 
Bob Ippolito, President

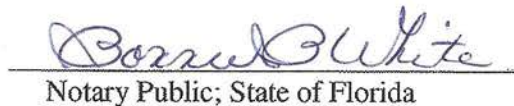
Attest:


Claude Thigpen, Secretary

STATE OF FLORIDA
COUNTY OF LEON

On this day personally appeared before me the undersigned officer duly authorized by the laws of the State of Florida to its acknowledgments, the President of Killearn Homes Association, Inc., a non-profit Florida corporation, and acknowledged that he executed the above and foregoing Amended and Restated Articles of Incorporation as such officer for and on behalf of said corporation after having been duly authorized so to do.

Witness my hand and official seal at Leon County, Florida, this the 8th day of October, 2007.


Notary Public; State of Florida

My Commission Expires: Aug 21, 2010



Bonnie B. White
Commission # DD580780
Expires August 21, 2010
Bonded Troy Fain - Insurance, Inc. 800-385-7019