

FILED

AMENDED AND RESTATED

2008 APR 21 PM 12:57

**ARTICLES OF INCORPORATION
OF
CAREFREE COUNTRY CLUB OF WINTER HAVEN, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, being the President and Secretary of Carefree Country Club of Winter Haven, Inc., a Florida not for profit corporation, hereby certify that the following Amendment to and Restatement of the Articles of Incorporation was duly adopted by the directors and members, in accordance with the procedure for amendment in the then existing Articles of Incorporation, at a meeting duly held by them on April 18, 2008:

AMENDMENT AND RESTATEMENT

The Articles of Incorporation should be amended and restated to read:

ARTICLE I

NAME

The name of the corporation shall be CAREFREE COUNTRY CLUB OF WINTER HAVEN, INC. which shall hereinafter be referred to as the "Corporation". Principal office and the mailing address of the corporation is 9705 Lake Bess Road, Winter Haven FL 33884.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is to provide an entity for the operation of Carefree Country Club of Winter Haven Inc. A Residential Cooperative pursuant to the provisions of Chapter 719, Florida Statutes, which is defined by the Housing for Older Persons Act of 1995 (HOPA) under the final rules that were implemented by the Department of Housing and Urban Development (HUD) in the Federal Register dated Friday, April 2, 1999, Part IV, 24 CFR Part 100 "Implementation of the Housing for Older Persons Act" and Florida Statute 760, Part II, Fair Housing Act.

ARTICLE III

POWERS

The powers of the Corporation shall include and be governed by the following provisions:

Section 1. The Corporation shall have all of the common law and statutory powers of a not for profit corporation, as defined by Chapter 617 of the Florida Statutes, not in conflict with the terms of these Articles of Incorporation or the Florida Statutes.

Section 2. The Corporation shall have all of the powers and duties set forth in Chapter 719 of the Florida Statutes, except as limited by these Articles of Incorporation and the Bylaws of the Corporation, and all of the powers and duties reasonably necessary to operate a cooperative created pursuant to the provisions of Chapter 719, Florida Statutes, as the same may be amended from time to time.

Section 3. All funds and the titles to all properties acquired by the Corporation, and their proceeds, shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Corporation, and the Master form of the Proprietary Lease.

Section 4. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Master Form of the Proprietary Lease and the Bylaws.

Section 5. The Corporation shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the Lessee as allowed by the Master Form of the Proprietary Lease and the Bylaws.

ARTICLE IV

MEMBERSHIP

Section 1. The Corporation is authorized to issue and have outstanding at any time 500 Membership Certificates.

Section 2. Members of the Corporation shall consist of all Membership Certificate holders in Carefree Country Club of Winter Haven, Inc, a Residential Cooperative.

Section 3. In conjunction with the issuance of each Membership Certificate, there shall be issued a Proprietary Lease for a particular Lot.

Section 4. Membership in the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the corresponding Lot.

Section 5. On all matters upon which a member shall be entitled to vote, there shall be one designated voter for each membership, which vote may be exercised or cast in such a manner as may be provided by the Bylaws of the Corporation. Any person or entity owning more than one membership shall be entitled to one vote for each membership owned.

ARTICLE V

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

DIRECTORS

Section 1. The affairs of the Corporation shall be managed by a Board of Directors who shall be members of the Corporation. The membership of the Board of Directors shall consist of such numbers of directors as shall be stated in the Bylaws; provided, however, that the Board shall always consist of an odd number of Directors.

Section 2. Directors of the Corporation shall be elected at the annual meeting of the members in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

ARTICLE VII

INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceedings or the settlement of any proceeding to which he may be a party, or which he may become involved by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE VIII

AMENDMENT

The initial Bylaws of the Corporation may be altered, amended or rescinded in the manner provided therein.

These Articles of Incorporation shall be amended in the following manner:

Section 1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or by the members of the Corporation. A member may propose such an amendment by an instrument in writing directed to the Board of Directors signed by not less than ten percent (10%) of the designated voting members. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the Board of Directors shall call a meeting of the members to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and designated voting members not present in person at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as provided herein, such approval must be one of the following methods:

- (a) By not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by the holders of not less than fifty-one percent (51%) of the outstanding memberships of the Corporation, or**
- (b) By the holders of not less than seventy-five percent (75%) of the memberships of the Corporation.**

Section 3. Provided, however, no amendment shall make any changes in the qualification for membership nor the voting rights of members, nor any changes of Article III, Section 3, without approval in writing by all designated voters.

Section 4. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statute. In all other respects, the Articles of Incorporation shall remain as they were prior to the Amendment being adopted.

Executed this 18th day of April, 2008.

Carefree Country Club of Winter Haven, Inc.
9705 Lake Bess Road
Winter Haven FL 33884

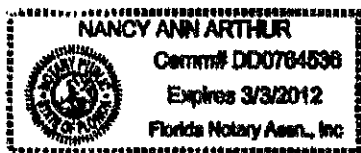
By Donald Swedeen
Donald Swedeen, Secretary

By Priscilla J. Badgley
Priscilla J. Badgley, President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 18th day of April, 2008 by Priscilla Badgley and Donald Swedeen the President and Secretary respectively of Carefree Country Club of Winter Haven, Inc., a Florida not for profit corporation. Each of them is personally known to me.

Nancy Ann Arthur
Nancy Arthur, Notary



**Articles of Amendment
to
Articles of Incorporation
of**

CAREFREE RV COUNTRY CLUB OF WINTER HAVEN, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N00443

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

CAREFREE COUNTRY CLUB OF WINTER HAVEN, INC.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Attached are the "Amendment and Restatement" of the Articles of Incorporation
of CAREFREE COUNTRY CLUB OF WINTER HAVEN, INC.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: April 18, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Priscilla J. Badgley
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Priscilla J Badgley
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35