

This instrument prepared by:
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456 S. Tamiami Trail
Osprey, FL 34229

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WILLOW SPRINGS HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, WILLOW SPRINGS was formed by the recording of the Declaration of Covenants and Restrictions of Willow Springs (the "Original Declaration"), in Official Records Book 1943, Pages 1882, et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of Willow Springs Homeowners Association, Inc. The original Articles of Incorporation were submitted to the Secretary of State of the State of Florida on April 16, 1986. Willow Springs Homeowners Association, Inc. has been organized pursuant to Chapter 720, Florida Statutes, for the maintenance, operation, and management of Willow Springs subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Articles of Incorporation of Willow Springs Homeowners Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Willow Springs Homeowners Association, Inc. ("Articles of Incorporation").

This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.

Article I
Name

The name of this corporation shall be WILLOW SPRINGS HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as "the Association."

Article II
General Nature of Business

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as Willow Springs, located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Subdivision, originally recorded in Official Records Book 1943, Pages 1882, et seq. of the Public Records of Sarasota County, and all amendments thereto, and pursuant to Chapter 720, Florida Statutes as amended.

Article III
Powers

The Association by and through its Board of Directors ("Board") shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida law and the Declaration and Bylaws, including, but not limited to the following:



1. To make, amend and collect annual and special assessments against Members to defray the cost, expenses and losses that are incurred as a result of the management, maintenance, and operation of the Association.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To make and amend reasonable rules and regulations regulating the use of the Lots, Common Area, and other Association property.
4. To enforce by legal means when necessary, the provisions of the Florida law, the Declaration, these Articles of Incorporation, Bylaws and the rules and regulation for the use of the property.
5. To levy fines for violation of approved rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation or Bylaws, all as set forth in the Bylaws.
6. To contract for the management, operation and administration of the Association and to delegate to such contractor all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the Membership of the Association.
7. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.
8. To enter into agreements for construction of recreation facilities, and other amenities or facilities for the benefit of the Lot Owners and to borrow money for the purpose of carrying out such construction, and to mortgage, lease or otherwise provide security for the repayment of said funds.
9. To operate, maintain, repair and improve all Association Common Area and other such portions of the property as may be determined by the Board of Directors from time to time.
10. To exercise control over exterior alterations, additions, and improvements in accordance with Florida law, these Articles of Incorporation, the Bylaws, and any rules and regulations.
11. To purchase the necessary insurance for the protection of the Association and its Members.
12. To obtain loans as necessary to provide funds for operating, maintaining, repairing, replacing, and improving the Association Common Area and property.

Article IV
Members

The Members of the Association shall consist of all persons owning a Lot in WILLOW SPRINGS as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Sarasota County, Florida. Membership in the Association shall

terminate automatically and immediately as a Member's interest in the title terminates. Upon transfer of ownership, the new owner shall thereupon become a member of the Association.

Each change of Membership in the Association shall be established by delivery to the Association's Secretary of a copy of the recorded deed or other instrument of conveyance.

Article V Voting Rights

Each Lot shall be entitled to one vote at Association meetings, as provided in the Bylaws or Declaration, notwithstanding that the same Lot Owner may own more than one Lot. The manner of exercising voting rights shall be determined by the Bylaws.

Article VI Existence

The Association shall exist perpetually unless dissolved according to law.

Article VII Registered Office and Registered Agent

The office of the Association is care of Keys Caldwell, Inc., 1162 Indian Hills Blvd., Venice, FL 34293. The Association's Registered Agent is currently Keys Caldwell, Inc., 1162 Indian Hills Blvd., Venice, FL 34293. The Board may change the Association's registered agent and office in the manner provided by Florida law.

Article VIII Officers

The affairs of the Association will be managed by the Officers whose positions and duties are set forth in the Bylaws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board. Officer positions and responsibilities may be revised by adoption of a resolution by the Board at duly noticed meetings.

Article IX Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorney's fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time of the expenses, unless the Director or Officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such Director or Officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the Membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

Article X
Bylaws

The Bylaws of the Association may be amended, altered or rescinded by the Board in the manner provided by for in the Bylaws.

Article XI
Subscribers

The names and street addresses of the original subscribers to these Articles of Incorporation are as follows:

Jim Parker	Venetian Plaza, Suite D115 1731 S. Tamiami Trail Venice, FL 33595
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Howard Bohnsack	Venetian Plaza, Suite D115 1731 S. Tamiami Trail Venice, FL 33595
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Nancy Phillips	Venetian Plaza, Suite D115 1731 S. Tamiami Trail Venice, FL 33595
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Article XII
Amendments

The Association may amend any provisions contained in these Articles of Incorporation by the affirmation vote of not less than two-thirds (2/3) of the voting interests of the Membership represented in person or by proxy at a duly noticed Membership meeting. All rights conferred upon the Members herein are granted subject to this reservation: provided however, that no amendment shall make any changes in the qualification for Membership or voting rights of the Members without the written approval of all Members and the joinder of all record owners of the mortgages upon the Lots.

No amendment to these Articles shall be made which discriminates against any Owner(s), or affects less than all of the Owners within the Property, without the written approval of all of the Owners so discriminated against or affected.

These Articles may be amended for correction of scrivener's errors or other non-material changes may be made by the Board without the consent of the Membership.

No amendment to these Articles shall be made which is in conflict with Florida law or the Declaration.

Upon the approval of an amendment to these Articles of Incorporation, the amendment shall be executed and delivered to the Department of State as provided by law, and a copy shall be recorded in the Public Records of Sarasota County.

[SEE CERTIFICATE FOR SIGNATURE PAGE]