

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CAMBRIDGE
GREENS OF CITRUS HILLS PROPERTY OWNERS ASSOCIATION, INC.

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617 Florida Statutes, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be CAMBRIDGE GREENS OF CITRUS HILLS PROPERTY OWNERS ASSOCIATION, INC., which is hereinafter referred to as the "Association."

ARTICLE II
PURPOSES AND POWERS

Section 1. Purpose. The purpose of the Association is to provide for maintenance, preservation and architectural control of the property and any additions thereto, as well as provide for supplemental road maintenance and to provide for the staff and expenses, if any, of the Property Review Committee, fix annual and special assessments or charges to be levied against the property, enforce any and all Covenants and Restrictions applicable to the property, provide security services to the property and to do any other things that in the opinion of the Board of Directors will promote the common benefit and enjoyment of the residents of the Cambridge Greens of Citrus Hills subdivision located in Citrus County, Florida and hereinafter described as that property platted of record in Official Records Book 13, Pages 119 through 124, inclusive, of the Public Records of Citrus County, Florida (the Existing Properties and any additions thereto may be referred to as the "Properties"). The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member, individual, person, firm or corporation.

Section 2. Powers. The Association shall have the power to:

a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Cambridge Greens of Citrus Hills, hereinafter called the "Declaration" applicable to the property and recorded in Official Records Book 770, Pages 472 through 489, inclusive, in the Public Records of Citrus County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

b. To fix, levy, collect and enforce payment by any lawful means of any charges and assessments which the Association may impose pursuant to the recorded Declaration and any amendments thereto as well as agreements of undertakings by purchasers in the Cambridge Greens of Citrus Hills subdivision for the supplemental maintenance, repairs and replacement of the public's right-of-way and appurtenances

thereto that are located on the properties which can include, but is not limited to, landscaping, paving, drainage and street lighting, and such other purposes and activities which the Association may lawfully conduct. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

c. To have and to exercise all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

d. To borrow money and with the assent of a majority of the members, mortgage, pledge, deed in trust, or hypothecate, any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE III MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit in the properties shall be a member in the Association. And all persons or entities who are obligated by the Declaration or amendments thereto to pay assessments to the Association or who by separate undertaking have agreed to pay such assessments shall be members of the Association. The foregoing is not intended to include the persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any such lot or unit in the property.

ARTICLE IV VOTING RIGHTS

Each Member shall have the following voting rights:

a. The owner of each residential lot shall have one (1) vote per residential lot owned;

b. When any property entitling the owner to membership is owned of record in the name of two (2) or more persons or entities, the vote or votes shall be exercised as they among themselves determine but in no event shall more than one vote be cast for each residential lot owned.

When owners other than Declarant own 25 percent or more of the lots in the Properties, they shall be entitled to elect one member of the Board of Directors.

ARTICLE V
MEETINGS OF MEMBERS

The By-Laws of the Association shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if thirty percent (30%) of the total number of members in good standing shall be present at the meeting, in person or by proxy (if the required quorum is not present another meeting may be called and the required quorum shall be fifteen percent (15%) of the members).

ARTICLE VI
CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Board of Directors in the manner set forth in the By-Laws.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles of Incorporation may be made by a majority of the Board of Directors.

ARTICLE IX
SUBSCRIBER

The name and address of the subscriber is:

Gwendolyn S. Rasmussen
6610 Crooked Creek Road
Tallahassee, Florida 32301

ARTICLE X
REGISTERED AGENT

The name and address of the appointed Registered Agent of the Corporation is:

Carl A. Bertoch
537 East Park Avenue
Tallahassee Florida 32301

ARTICLE XI
DIRECTORS AND OFFICERS

The Association shall be governed by a Board of Directors, elected by the members in a manner determined in the By-Laws.

Directors may be removed from office with or without cause in the manner prescribed in the By-Laws. If any Director position becomes vacant for any reason the remaining directors shall choose, by majority vote, a successor to hold the position for the unexpired term.

The business affairs of the Association shall be conducted by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors in a manner determined in the By-Laws and serve at the pleasure of the Board of Directors.

ARTICLE XII
NUMBER OF DIRECTORS

The affairs of the Corporation shall be administered to and governed by a Board of Directors composed of five (5) members.