

**Amended and Restated Articles of Incorporation of The Estates of Beacon
Woods Golf and Country Club Property Owners Association, Inc.**

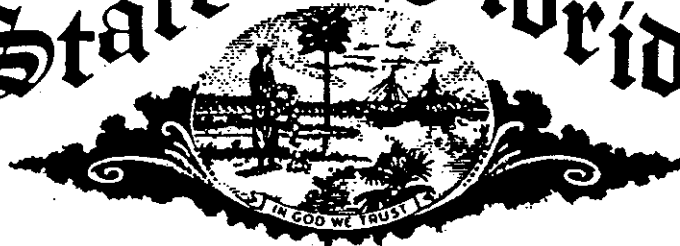
O. R. PG

State of Florida Certification, 4/19/1989

Article

I	Name		1800	0214
II	Purpose	: Operate as a not-for-profit Corp, Enforce Assoc duties	""	0214
		Promote health, Not to operate as Condo Assoc.	""	0214
III	Power and Duties	: All not-for-profit, Per Declaration: Own etc. personal	""	0214
		prop, Assessments, Enforce all provisions, Rules	""	0215
		and regs, Easements, Borrow money, Exterior	""	0215
		changes, Insurance, Employ personnel, Sue & be sued,		0215
		Surface water, Cable TV & security, Contract Mngt	""	0215
IV	Membership and Voting	: Record owners of lots, Non transferable, Multiple	""	0215
		ownership per bylaws, Annual meeting,	""	0216
		Class A - owners B - Declarant	""	0216
V	Term of Existence	: Perpetual existence	""	0216
VI	Incorporator	: Lee R. Thomas, 8612 Pavilion Dr.	""	0216
VII	Directors	: Board-3 Directors, Powers, Declarant, Removal and	""	0216
		appointment, Initial directors	""	0217
VIII	Officers	: President, Vice President, Secretary/Treasurer	""	0217
IX	Indemnification	: Director, employee, officer, Expenses, Cost paid by	""	0217
		Assoc, Other rights, Insurance	""	0218
X	Bylaws	: Adopted by Brd,	""	0218
XI	Amendments	: Brd resolution and member vote, Written notice,	""	0219
		Majority vote, Multiple amend, Vote via written statement,		0219
		Amend limitations, No discrimination, Dept of State	""	0219
XII	Dissolution	: Dedicate to public utility or non profit, rights of	""	0219
		members not diminished		
XIII	Initial Registered Office Address and Name of Registered Agent		""	0220
	and Notarized Signatures, 4/13/1989			

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on April 17, 1989, to Articles of Incorporation for THE ESTATES OF BEACON WOODS GOLF & COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N30684.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
19th day of April, 1989.



Jim Smith

Jim Smith
Secretary of State

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE ESTATES OF BEACON WOODS GOLF & COUNTRY CLUB
PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, being the entire Board of Directors, representing more than seventy-five percent (75%) of the entire number of votes entitled to be cast by the Board of Directors, and being the Vice President and Secretary of The Estates of Beacon Woods Golf & Country Club Property Owners Association, Inc., a Florida corporation not-for-profit, incorporated by the Secretary of State on February 14, 1989, do this 13th day of April, 1989, pursuant to Section 617.0201, Florida Statutes, adopt these Amended and Restated Articles of Incorporation as follows:

PREAMBLE

Sam Rodgers Enterprises, Inc. ("Declarant"), owns certain property in Pasco County, Florida (the "Subject Property"), and intends to execute and record a Declaration of Covenants and Restrictions of The Estates of Beacon Woods Golf & County Club (the "Declaration") which will affect the Subject Property. This association is being formed as the association to administer the Declaration, and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Pasco County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation, and to the Bylaws of the Association.

ARTICLE I - NAME

The name of the corporation is THE ESTATES OF BEACON WOODS GOLF & COUNTY CLUB PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, hereinafter referred to as the "Association".

ARTICLE II - PURPOSE

The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the duties of the Association as provided in the Declaration.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the Association.
4. Not to operate as a condominium association and be governed by Chapter 718, Florida Statutes.

ARTICLE III- POWERS AND DUTIES

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.

LAW OFFICES OF
RICHARDS, GILKEY, FITE,
SLAUGHTER, PRATESI
& WARD, P.A.
CLEARWATER, FLORIDA

2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration, including but not limited to, the following:

2.1. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

2.2. To make and collect Assessments against Owners to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties.

2.3. To enforce the provisions of the Declaration, these Articles, and the Bylaws.

2.4. To make, establish, and enforce reasonable rules and regulations governing the use of Common Areas, Lots, Units and other property under the jurisdiction of the Association.

2.5. To grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

2.6. To borrow money for the purposes of carrying out the powers and duties of the Association.

2.7. To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the Declaration.

2.8. To obtain insurance as provided by the Declaration.

2.9. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.

2.10. To sue and be sued.

2.11. To operate and maintain the surface water management system for the Subject Property, including all lakes, retention areas, culverts and related appurtenances, as may be applicable.

2.12. To contract for cable television, security and other services for the Subject Property.

2.13. The Association shall have the right to contract for professional management or services on such terms and conditions as the Board deems desirable in its sole discretion, provided, however, that any such contract shall not exceed three (3) years and shall be terminable by either party without cause and without payment of a termination or penalty fee on ninety (90) days or less written notice.

ARTICLE IV - MEMBERSHIP AND VOTING

1. The members of the Association shall consist of all of the record owners of Lots. Membership shall be established as to each Lot upon the recording of the Declaration. Upon the transfer of ownership of fee title to, or fee interest in, a Lot, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst

the public records in the county in which the Subject property is located of the deed or other instrument establishing the acquisition and designating the Lot affect thereby, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior Owner as to the Lot designated shall be terminated, provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the Lot. Prior to the recording of the Declaration, the incorporator shall be the sole member of the Association.

2. The share of each member in the funds and assets of the Association, and the Common Surplus, and any membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that membership is established.

3. In the event any Lot is owned by more than one person and/or by entity, the vote for such Lot shall be cast in the manner provided by the Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

4. The Bylaws shall provide for an annual meeting of the members of the Association and shall make provision for special meetings.

5. The Association shall have the following classes of voting members:

(a) Class A. Class A members shall be all Owners, except the Declarant, and shall be entitled to one vote for each Lot owned.

(b) Class B. The Class B member shall be the Declarant, who shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership ten (10) years from the date of recording the Declaration or when the total Class A votes equals or exceeds the total votes outstanding in Class B membership.

ARTICLE V - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is: Lee R. Thompson, 8612 Pavilion Drive, P.O. Box 5516, Hudson, Florida, 34674.

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the Association shall be managed by a Board which shall consist of not less than three (3) directors and which shall always be an odd number. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors. Directors are not required to be members of the Association.

2. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members

only when specifically required.

3. The Declarant shall have the right to appoint all of the directors until Declarant has conveyed 90% of the Lots within the Subject Property, or until ten (10) years after the Declaration is recorded in the public records in the county in which the Subject Property is located, whichever occurs first, and thereafter shall have the right to appoint one director so long as the Declarant owns any Lot. The Declarant may waive its right to elect one or more directors by written notice to the Association, and thereafter such directors shall be elected by the members. When the Declarant no longer owns any Lot within the Property, all of the directors shall be elected by the members in the manner provided in the Bylaws.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws, however, any director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to appoint the directors.

5. The names and address of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Sam R. Rodgers	5555 N. Socrum Loop Road P.O. Box 90069 Lakeland, Florida 33804
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Lee R. Thompson	8612 Pavilion Drive P.O. Box 5516 Hudson, Florida 34674
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John Mortilitte	5555 N. Socrum Loop Road P.O. Box 90069 Lakeland, Florida 33804
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ARTICLE VIII - OFFICERS

The officers of the Association shall be a president, vice president, secretary, treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President	Sam R. Rodgers
Vice President	Lee R. Thompson
Secretary/Treasurer	John Mortilitte

ARTICLE IX - INDEMNIFICATION

1. The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding 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 Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to gross negligence or willful misfeasance or malfeasance in the performance of his duties to the Association unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. 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, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as 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

ARTICLE X - BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Declarant, the Directors and/or members in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Association.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

6. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members and the joinder of all Institutional Lenders holding mortgages upon the Lots. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale of all Lots within the Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint directors pursuant to Article VII.

7. 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.

8. Upon the approval of an amendment to these Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the Subject Property is located.

ARTICLE XII - DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to

purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. 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 Declaration unless made in accordance with the provisions of such Declaration.


ARTICLE XIII

INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT

The initial registered office of the Association shall be at 8612 Pavilion Drive, P.O. Box 5516, Hudson, Florida, 34674. The initial registered agent of the Association at that address is Lee R. Thompson.

IN WITNESS WHEREOF, the undersigned have affixed their signatures this 13th day of April, 1989.

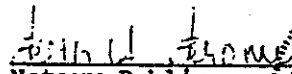


LEE R. THOMPSON
Director/Vice President


JOHN MORTILITTE
Director/Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared LEE R. THOMPSON, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same for the uses and purposes therein set forth.

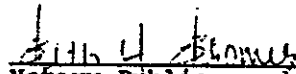
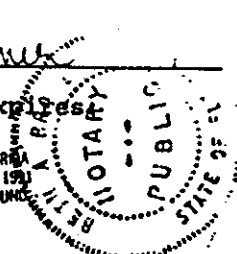
WITNESS my hand and official seal this 13th day of April, 1989.


Notary Public
My Commission expires


STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared JOHN R. MORTILITTE, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same for the uses and purposes therein set forth.

WITNESS my hand and official seal this 13th day of April, 1989.


Notary Public
My Commission expires


RCW:cae
gencondo\158

BYLAWS

OF

THE ESTATES OF BEACON WOODS GOLF & COUNTRY CLUB
PROPERTY OWNERS ASSOCIATION, INC.

1. GENERAL PROVISIONS.

1.1 Identify. These are the Bylaws of THE ESTATES OF BEACON WOODS GOLF & COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, hereinafter referred to as the "Association". The Association has been organized for the purposes stated in the Articles and shall have all of the powers provided in these Bylaws, the Articles, the Declaration and any statute or law of the State of Florida, or any other power incident to any of the above powers.

1.2. Principal Office. The principal office of the Association shall be at such place as the Board may determine from time to time.

1.3. Fiscal Year. The fiscal year of the Association shall be the calendar year.

1.4. Seal. The seal of the Association shall have inscribed upon it the name of the Association, the year of its incorporation and the words "Corporation Not-for-Profit". The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced upon any instrument or document executed in the name of the Association.

1.5. Inspection of Books and Records. The books and records of the Association shall be open to inspection by all Owners or their authorized representatives, and all holders, insurers or guarantors of any first mortgage encumbering a Lot, upon request, during normal business hours or under other reasonable circumstances. Such records of the Association shall include current copies of the Declaration, Articles and Bylaws, and any amendments thereto, any contracts entered into by the Association, and the books, records and financial statements of the Association. The Association shall be required to make available to prospective purchasers of Lots current copies of the Declaration, Articles and Bylaws, and the most recent annual financial statement of the Association.

1.6. Definitions. Unless the context otherwise requires, all terms used in these Bylaws shall have the same meaning as are attributed to them in the Articles and the Declaration.

2. MEMBERSHIP IN GENERAL.

2.1. Qualification. Pursuant to the Articles, all of the record owners of Lots shall be members of the Association. Membership for each Lot shall be established upon the recording of the Declaration. Prior to the recording of the Declaration, the incorporator shall be the sole member of the Association, but its membership shall terminate upon the recording of the Declaration, unless it owns any Lot(s).

2.2. Changes in Membership. The transfer of the ownership of any Lot, either voluntarily or by operation of law, shall automatically terminate the membership of the prior owner, and the transferee or new owner shall automatically become a member of the Association. It shall be the responsibility of any such transferor and transferee of a Lot to notify the Association of any change in