

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
CALLAWAY GREENS HOMEOWNERS ASSOCIATION, INC.

(A NOT-FOR-PROFIT CORPORATION)

These are the Amended and Restated Articles of Incorporation for the Callaway Greens Homeowners Association, Inc., originally filed with the Florida Department of State the 25th day of June 1996 under Charter Number N96000003382. Matters of only historical interest have been omitted. Amendments included have been added pursuant to F.S. 617.

ARTICLE 1

NAME

The name of the corporation is CALLAWAY GREENS HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", The Declaration of Protective Covenants as "Declaration", these Articles of Incorporation as the "Articles", and the By-laws of the Association as the "By-laws".

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Statute 720 for Homeowner Associations (the "Act") for the operation of that certain Association located in Lee County, Florida, and known as Callaway Greens (the "Association").

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Protective Covenants recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

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

Section 4.1 Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the Laws of Florida law, as the same may be amended or supplemented, that are not in conflict with the provisions of these Articles or of the Act.

Section 4.2 Necessary Powers. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles and the By-laws, and all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration, as all may be amended from time to time, including but not limited to the following:

A. The power to fix, levy and collect adequate Assessments against Homes, as provided for in the Declaration.

B. The power to expend monies assessed and collected for the purpose of paying the expenses of the Association.

C. The power to manage, control, operate, maintain, repair and improve the Common Property, if any.

D. The power to insure and keep insured the Common Property, if any.

E. The power to employ the personnel required for the operation and management of the Association.

F. The power to make reasonable Rules and Regulations and to amend the same from time to time.

G. The power to enforce by any legal means the provisions of these Articles, the By-laws, the Declaration and the Rules and Regulations promulgated by the Association from time to time.

H. The power to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as

otherwise provided in the By-laws.

I. The power to enter into a contract for the management of the association or the maintenance of the property per the Declaration.

J. The power to appoint committees as the Board of Directors may deem appropriate.

K. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Owners for violation of the provisions of the Declaration, these Articles of Incorporation, the By-laws or the Rules and Regulations.

Section 4.3 Association Property. All funds and the titles to all properties acquired by or deeded to the Association, and the proceeds thereof shall be held in the name of the Association for the benefit of the Owners in accordance with the provisions of the Declaration, these Articles and the By-laws.

Section 4.4 Distribution of Income. The Association shall make no distribution of income to its members, Directors or Officers. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing services rendered to the Association.

Section 4.5 Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration, the By-laws and the Gateway Greens Master Declaration.

ARTICLE 5

MEMBERSHIP

Section 5.1 Qualifications Of Membership. The qualifications for membership and the manner of admission and termination shall be as provided in the By-laws of the Association.

Section 5.2 Voting Rights. The Association Members shall have the right to vote only on Association matters as provided in the Declaration, By-laws and applicable law.

ARTICLE 6

BOARD OF DIRECTORS

Section 6.1 Number and Qualifications. A Board consisting of the number of

Directors determined by the By-laws shall manage the property, business and affairs of the Association. All Directors shall be Association Members.

Section 6.2 Duties and Powers. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the By-laws of the Association.

Section 6.3 Election / Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

ARTICLE 7

OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE 8

BY-LAWS

The By-laws of this Corporation may be altered, amended or repealed in the manner provided in the By-laws.

ARTICLE 9

CONSTRUCTION

These Articles of Incorporation and the By-laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-laws.

ARTICLE 10

AMENDMENTS

These Articles may be amended in the following manner:

Section 10.1 Method Of Proposal. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the voting interest of the Association.

Section 10.2 Notice. 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 10.3 Adoption. The amendment may be approved at a meeting by a majority of the voting interests present in person or by proxy at a duly called meeting of the members. However, the percentage of votes necessary to amend a specific clause shall be not less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

Section 10.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the public records of Lee County, Florida.

ARTICLE 11

REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

IN WITNESS WHEREOF, the subscribers have affixed their signatures the day and year set forth below.

These Amended and Restated Articles of Incorporation were duly adopted by the required percentage of voting interests at a meeting on _____, 200_.

IN WITNESS WHEREOF, we have affixed our hands this ____ day of _____ 200_ at Lee County, Florida.

WITNESSES: _____ Printed Name: _____ Printed Name:	CALLAWAY GREENS HOMEOWNERS ASSOCIATION, INC. A Florida not for profit corporation By: _____ Print Name: _____ President Attest: _____ Print Name: _____ Secretary
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STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this ____ day of _____, 200_ by _____ as President and _____ as Secretary of Callaway Greens Homeowners Association, Inc., a Florida not for profit corporation, on behalf of the Corporation. They are personally known to me or have provided a drivers license as identification.

Notary Public
Printed Name:

My commission expires:

JOINDER BY WCI COMMUNITIES, INC.

The WCI Communities, Inc., joins in these Amendments for the purpose of acknowledging its agreement with same.

Signed, Sealed and Delivered WITNESSES: _____ Printed Name: _____ Printed Name:	WCI COMMUNITIES, INC. By: _____ Print Name: _____ Its: _____ Attest: _____ Print Name: _____ Its: _____
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STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this ____ day of _____, 200_ by _____ as _____ and _____ as _____ of WCI Communities, Inc., on behalf of the Corporation. They are personally known to me or have provided a drivers license as identification.

Notary Public

My commission expires:

Printed Name: