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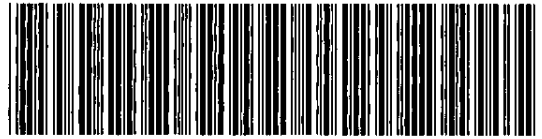
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*Amended &
Restated*

11/14/08--01028--010 **35.00

2008 NOV 14 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

*ASR
11/19/08*

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November 11, 2008

Reply To:
Sarasota
Kevin L Edwards, Esq.
kedwards@becker-poliakoff.com

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment – Sabal Trace Single-Family Property Owners'
Association, Inc.
Client/Matter No. S08932-102739

Dear Sir/Madam:

Enclosed please the original and one copy of the Articles of Amendment to the
Articles of Incorporation of Sabal Trace Single-Family Property Owners'
Association, Inc. A check for \$35.00 is also enclosed for the filing fee.

Please file and return a copy to my attention. A self-addressed stamped envelope
is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely yours,



KEVIN L. EDWARDS

KLE/ms
Enclosure (as stated)

SAR_DB: 167570_1

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**EXHIBIT C
AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF
SABAL TRACE SINGLE FAMILY PROPERTY
OWNERS ASSOCIATION, INC.**

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2008 NOV 14 AM 9:00

**ARTICLE I
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is SABAL TRACE SINGLE-FAMILY PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as Association. The principal office of said corporation is located at various addresses as designated by the Board of Directors. The Directors of the Association may change the location of the principal office of said Association from time to time.

ARTICLE II PURPOSES

PURPOSES: This corporation shall operate and manage the affairs and property of the subdivision known as Sabal Trace Unit One Single Family Subdivision located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Covenants and Restrictions and the Florida Homeowners Act, Chapter 720, Florida Statutes.

ARTICLE III POWERS

The Association 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 Homeowners Act and the Declaration of Covenants and Restrictions, as amended from time to time, except as may be limited or otherwise provided by these Articles.

ARTICLE IV MEMBERS

All persons owning a vested present interest in the fee title to any of the Units within the Subdivision, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire project, the membership shall consist of those who were members at the time of each conveyance of the respective Units to the Association, or its designee, as provided in said Declaration of Covenants and Restrictions.

After the Association approves of a conveyance of Unit as provided in the Declaration of Covenants and Restrictions, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

**ARTICLE V
VOTING RIGHTS**

Each entire Unit shall be entitled to one (1) vote at Association meetings, notwithstanding that the same owner may own more than one (1) Unit or Units may be joined together and occupied by one (1) owner, In the event of joint ownership of a Unit, the vote to which that Unit is entitled shall be exercised by one (1) of such joint owners by written agreement of the remainder of the joint owners..

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be determined by the Board of Directors and may change from time to time as permitted by law.

**ARTICLE VII
EXISTENCE**

TERM OF EXISTENCE: The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

**ARTICLE VIII
BOARD OF DIRECTORS**

OFFICERS AND DIRECTORS: The affairs of this corporation shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws.

ARTICLE IX BYLAWS

BY-LAWS: The By-Laws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

ARTICLE X AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation. Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.

(B) An amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the voting interest of the Association.

(C) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the members present and voting at a meeting at which a quorum has been obtained. Alternatively, amendments may be approved by a majority of the entire membership, in writing, in lieu of a meeting.

(D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS

(A) Indemnity. 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 proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor 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 that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, 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, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

(B) Expenses. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article XI (A) 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.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI, or as otherwise permitted by law.

(D) Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and 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 and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member 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, Notwithstanding anything in this Article XI to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply.

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

Sabal Trace Single-Family Property Owners' Association, Inc.

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

N02000008754

(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):

(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)**

Please see attached Amended and Restated Articles of Incorporation.


*(Attach additional pages if necessary)
(continued)*

The date of adoption of the amendment(s) was: May 31, 2007

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 
(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.)

Richard Gaiser, President
(Typed or printed name of person signing)

(Title of person signing)

FILING FEE: \$35