State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on November 20, 2002, to Articles of Incorporation for SPRING WOODS MANUFACTURED HOME SUBDIVISION OWNERS' ASSOCIATION, INC. which changed its name to SPRING WOODS MOBILE HOME SUBDIVISION HOMEOWNER'S ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 766109.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Twenty-first day of November, 2002

Jim Smith
Secretary of State

CR2EO22 (7-02)

Official Records BK 03852 PG 1678

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

SPRING WOODS MOBILE HOME SUBDIVISION HOMEOWNER'S ASSOCIATION, INC., a not-for-profit corporation organized (or organizing) under the laws of the State of Florida with its principal office at 2300 McGregor Boulevard in the city of Fort Myers, County of Lee State of Florida, has named JOHN CHARLES COLEMAN, located at 2300 McGregor Boulevard (Street address & Number of Bldg., P. O. Box address not acceptable) City of Fort Myers, County of Lee State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
BRUCE T. GRADY	(P)	2221 First Street, Fort Myers
GAIL GRADY	(S)	2221 First Street, Fort Myers
GAIL GRADY	(T)	2221 First Street, Fort Myers
LARRY JONES	(V)	1667 Ricardo Avenue, Fort Myers

DIRECTORS:

	SPECIFIC ADDRESS
BRUCE T. GRADY	2221 First Street, Fort Myers
GAIL GRADY	2221 First Street, Fort Myers
LARRY JONES	1667 Ricardo Avenue, Fort Myers

By Bruce T. Grady
(corporate officer)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing fee: $3.00

John Charles Coleman
(Resident Agent)

ARTICLES OF INCORPORATION

of

FILED
Dec 13 3 51 PM '82
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPRING WOODS MOBILE HOME SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.

A Not-For-Profit Florida Corporation

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of Lee County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE ONE

The name of this corporation is SPRING WOODS MOBILE HOME SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.

ARTICLE TWO

The principal office of the Association is located at 2300 McGregor Boulevard, Fort Myers, Florida 33901. The registered agent is JOHN CHARLES COLEMAN, 2300 McGregor Boulevard, Post Office Box 2089, Fort Myers, Florida 33902.

ARTICLE THREE

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide, according to the provisions of the Declaration, within that certain tract of property as shown and described in those certain plats to be recorded among the public records of Lee County, Florida, to wit:

> UNIT ONE, SPRING WOODS MOBILE HOME SUBDIVISION: FROM the Southeast corner of Section 25, Township 43 South, Range 24 East, Lee County, Florida; run S 89°17'50"W 650.12 feet along the South line of said Section to the P.O.B. THENCE continue S 89°17'50"W 670.15 feet; Thence N 1°51'31"W 2508.03 feet; Thence N 88°08'29"E 660.00 feet; Thence S 1°51'31"E 435.00 feet; Thence S 88°08'29"W 98.00 feet; Thence S 1°51'31"E 1350.00 feet; Thence N 88°08'29"E 108.00 feet; Thence S 1°51'31"E 736.54 feet to the P.O.B. BEING part of the East half of Section 25, Township 43 South, Range 24 East, Lee County, Florida. SUBJECT TO any easements of record.

for the promotion of the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and in furtherance of these purposes to:

1. 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, Charges, Restrictions and Reservations, prepared and executed by the Declarant, dated the 23rd day of November, 1982 (hereinafter called the "Declaration"), applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court of Lee County, Florida, and

as same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as though set forth in its entirety;

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against any property the Association might own from time to time;

3. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

4. Borrow money, and with the assent of fifty one percent (51%) of all 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;

5. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property provided that such annexation shall be in accordance with the provisions of the Declaration and any such merger or consolidation shall have the assent of sixty-six percent (66%) of members of each class, save and except that additional lands, within the area described in Exhibit "A" attached hereto may be annexed by the Declarant as defined in the aforementioned Declaration, in whole or in part, without the consent of the Association, Owners or Mortgagees, within seven (7) years of the date of this instrument. The additional lands described in Exhibit "A" shall become subject to the provisions of the Articles of Incorporation, the Declaration of Covenants, Conditions, Charges, Restrictions and Reservations and the By-Laws filed pursuant thereto, upon filing an amendment to the Declaration of Covenants, Conditions, Charges, Restrictions and Reservations in the public records of Lee County, Florida, properly executed and acknowledged by the Declarant and without the consent of the Association, Owner, or Mortgagee. The additional properties in Exhibit "A" shall not be subject to the terms and conditions of the Declaration, nor constitute a cloud or encumbrance on the title to said lands until such amendment to the Declaration is recorded among the public records of Lee County, Florida, from time to time, as it relates to the lands described in Exhibit "A";

6. Have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Corporations Not for Profit, laws of the State of Florida, by law may now or hereafter have or exercise;

7. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE FOUR

Every person or entity who is a record Owner of a fee or undivided fee interest in any residential or commercial lot within the above described subdivision, or any additional lands annexed thereto, shall be a member of the Association. The foregoing is not intended to include 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 unit which is subject to assessment by the Association.

→ To belong properly as a function. Subordinate right or privilege.

ARTICLE FIVE

The period of duration of this Association shall be perpetual.

ARTICLE SIX

The name and address of each subscriber is:

NAME	ADDRESS
BRUCE T. GRADY	2221 First Street Fort Myers, Florida 33901
LARRY JONES	1667 Ricardo Avenue Fort Myers, Florida 33901
GAIL GRADY	2221 First Street Fort Myers, Florida 33901

ARTICLE SEVEN

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than 3 nor more than 5 persons who need not be members of the Association. The first Board of Directors shall have 3 members, and in the future that number will be determined from time to time in accordance with the provisions of the By-Laws.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME	ADDRESS
BRUCE T. GRADY	2221 First Street Fort Myers, Florida 33901
LARRY JONES	1667 Ricardo Avenue Fort Myers, Florida 33901
GAIL GRADY	2221 First Street Fort Myers, Florida 33901

ARTICLE EIGHT

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the members. The names of the officers who are to serve until the first election or appointments are:

President:	BRUCE T. GRADY
Vice President:	LARRY JONES
Secretary/Treasurer:	GAIL GRADY

ARTICLE NINE

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of sixty percent (60%) of all the members existing at the time of and present at such meeting except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

ARTICLE TEN

The members of the Association shall consist of all of the record owners of lots or units in the subdivision.

The Association shall have two classes of voting membership: Class A members shall be all owners with the exception of the Declarant and shall be entitled to one (1) vote for each lot owned. The Class B member shall be the Declarant and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening on any of the following events, whichever occurs earliest:

(1) When the total votes outstanding in Class A membership equal the total votes outstanding in the Class B membership.

(2) On January 1, 1986.

Transfers of membership in the Association shall be made on the books of the corporation and shall be established by the recording among the public records of Lee County, Florida, of a deed or other instrument establishing fee simple title to a unit or lot in the subdivision. Transferor shall automatically have his membership in the Association terminated upon such transfer of lot or unit ownership.

No officer, director, or member shall be personally liable for any debt or other obligation of this corporation, except as provided for in the Declaration of Covenants, Conditions, Charges, Restrictions and Reservations, the By-Laws, and the Articles of Incorporation.

A membership may be owned by more than one (1) owner, provided that membership shall be held in the same manner as title to the unit or lot. In the event ownership is in more than one (1) person, all of the owners of such membership shall be entitled, collectively, to only one (1) vote or ballot in the management of the affairs of the corporation in accordance with the Declaration of Covenants, Conditions, Charges, Restrictions and Reservations, and the vote may not be divided between plural owners of a single lot or unit in the subdivision.

ARTICLE ELEVEN

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of eligible votes as provided for in the By-Laws. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event 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 such similar purposes, or distributed to the members as appurtenances (if real property or any interest therein) to the members' lots, subject to any and all applicable loans. This Article is subject to provisions of §617.05 FS.

ARTICLE TWELVE

Proposals for the alteration, amendment or rescision of these Articles of Incorporation may be made by not less than two-thirds (2/3) of the total number of eligible votes as provided for in the By-Laws. Members may vote in person or by proxy at a special or regular meeting of the members.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we the undersigned,

constituting the incorporators of this Association, have executed these Articles of Incorporation this 8th day of December, 1982.

Bruce T. Grady
BRUCE T. GRADY, President

Larry Jones
LARRY JONES, Vice President

Gail Grady
GAIL GRADY, Secretary/Treasurer

John Charles Coleman
JOHN CHARLES COLEMAN, Registered Agent

STATE OF FLORIDA)
) ss.
COUNTY OF LEE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named persons, to wit: BRUCE T. GRADY, LARRY JONES, and GAIL GRADY, to me well known and known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the said instrument as their free and voluntary act and deed for the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 8th day of December, 1982.

My Commission Expires:

Dorothy Q. Shadrick
NOTARY PUBLIC, State of Florida
at Large

STATE OF FLORIDA)
) ss.
COUNTY OF LEE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, JOHN CHARLES COLEMAN, as registered agent, to me well known and known to me to be the person described in and who executed the foregoing instrument as his free and voluntary act and deed for the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 8th day of December, 1982.

My Commission Expires:

Dorothy Q. Shadrick
NOTARY PUBLIC, State of Florida
at Large

FLORIDA
JAN.30,1984