

ARTICLES OF RESTATEMENT
TO ARTICLES OF INCORPORATION OF
NATURE'S EDGE COMMUNITY ASSOCIATION, INC.

Pursuant to the provision of Florida's Not For Profit Corporation Act, Nature's Edge Community Association, Inc., adopts the following Articles of Restatement to its Articles of Incorporation.

All articles of the prior Articles of Incorporation of Nature's Edge Community Association, Inc., are hereby amended and replaced with the following Articles of Restatement to Articles of Incorporation of Nature's Edge Community Association, Inc. (hereinafter "Articles").

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is and shall continue to be **NATURE'S EDGE COMMUNITY ASSOCIATION, INC.**, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 7079 Tamarind Drive, Lake Wales, Florida 33898, or any other location as is designated by the Association's Board of Directors, from time to time. Such change in designation of principal office location shall not require any amendment to these "Articles of Restatement".

ARTICLE III

Michael T. Hanlon, whose address is 4185 Orchid Boulevard, Lake Wales, Florida 33898-9610, is hereby appointed as the current registered agent of this Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Units within the Nature's Edge Community (as defined in the Amended and Restated Declaration of Covenants and Restrictions of the Nature's Edge Resort, as is intended to be recorded in the Public Records of Polk County, Florida) and the Nature's Edge Community Facilities (as defined in the Amended and Restated Declaration of Covenants and Restrictions of the Nature's Edge Resort, as is intended to be recorded in the Public Records of Polk County, Florida), and to promote the health, safety and welfare of the owners within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to do the following:

- (a) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Amended and Restated Declaration of Covenants and Restrictions of the Nature's Edge Resort (hereinafter "Declaration"), as is intended to be recorded in the Public Records of Polk County, Florida with these "Articles of Restatement to Articles of Incorporation of Nature's Edge Community Association, Inc.", applicable to the property, and as the same may be amended from time to time as therein provided, said Declaration and any amendments thereto being incorporated herein as if set forth at length;
- (b) to fix, levy, collect and enforce payment by any lawful means, all charges, maintenance fees or assessments pursuant to the terms of the Declaration; 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 levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water system;
- (d) to 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;
- (e) to borrow money, and with the assent of fifty-one percent (51%) of the Owners, mortgage, pledge, deed in trust, or hypothecate any of its real or personal property as security for money borrowed or debts incurred;
- (f) to participate in mergers or consolidations with other non-profit corporations organized for the same purposes or annex additional property

to the Nature's Edge Community Facilities, provided that any such percent (51%) of all Owners;

- (g) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation law of the State of Florida by law may now or hereafter have or exercise;
- (h) to procure and maintain hazard and liability insurance upon its property for the protection of the Association and its members.

ARTICLE V MEMBERSHIP

Any person or entity who is a record title holder of a fee or undivided fee interest in any Lot or Unit, 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 Lot or Unit.

ARTICLE VI MEETINGS OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast or proxies entitled to cast, thirty percent (30%) of the votes of all Owners shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration or the By-laws, or in accordance with Florida law.

ARTICLE VII VOTING RIGHTS

In any meeting of the Members, the Owner of any Lot or Unit in the Nature's Edge Community which is subject to assessment by the Association, shall be entitled to cast one vote for each Lot or Residence. Where an Owner owns more than one adjoining Lot and maintains a residence thereon, the Owner shall be deemed the Owner of a single Lot and one undivided interest in the Association and shall be entitled to cast one vote.

**ARTICLE VIII
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, who shall be members of the Association. The Board of Directors shall be elected by the members of the Association entitled to vote at the times and in the manner provided for in the Bylaws. The names and addresses of the current Board of Directors are:

NAME	ADDRESS
Joseph P. Schneider	4165 Orchid Boulevard, Lake Wales, Fl. 33898
Michael T. Hanlon	4185 Orchid Boulevard, Lake Wales, Fl. 33898
Ronald C. Fagner	7135 Alamanda Boulevard, West, Lake Wales, Fl. 33898
Judith A. Behrens	7040 Tamarind Drive, Lake Wales, Fl. 33898
E. Diane Serdes	4197 Jacaranda Drive, Lake Wales, Fl. 33898

**ARTICLE IX
OFFICERS**

The Affairs of the Association shall be administered by officers as provided for in the Bylaws.

**ARTICLE X
DISSOLUTION**

The Association may be dissolved upon compliance with the terms stated in the Declaration. Upon dissolution of the Association, other than the incident of a merger or consolidation, the assets of the Association shall be dedicated to the Owners or an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes.

**ARTICLE XI
EXISTENCE AND DURATION**

The Association shall have perpetual existence.

**ARTICLE XII
AMENDMENTS**

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

Such amendment shall be considered at an annual or special meeting of the members (such meeting to be held within ninety (90) days from the proposal), and the vote of the members as to the proposed amendment may be expressed at the approval meeting in person or by proxy, or by written vote received at or prior to the meeting.

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

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association.

(c) Approval of Amendments to the Articles of Incorporation must be by at least fifty-one percent (51%) of the Owners present in person or by proxy, at a duly noticed meeting of the Owners at which a quorum is present.

**ARTICLE XIII
BYLAWS**

The Association has adopted Bylaws governing the conduct of the affairs of the Association, as same have been recorded in the Public Records of Polk County, Florida, and as same are amended by the Amended and Restated Bylaws which shall be recorded in the Public Records of Polk County, Florida. The Bylaws shall be altered, amended or rescinded as provided in the Bylaws.

**ARTICLE XIV
ADOPTION OF RESTATEMENT**

The Articles of Incorporation of Nature's Edge Community Association, Inc., entitled "Amendments" in effect prior to the adoption of the instant restatement provided that Approval of Amendments to the Articles of Incorporation must be by at least fifty-one percent (51%) of the members of the Association.

The members of the Association were entitled to assent on the Amendment. The members of the Association duly adopted the Amendment in accordance with the above-stated provision. The number of assents for the Amendment was sufficient for approval.

IN WITNESS HEREOF, Nature's Edge Community Association, Inc., has caused these presents to be executed in its name, this 14th day of December, 2006.

Signed, sealed and delivered
in the presence of:

Judith A. Behrens
(Sign)

Judith A. Behrens
(Print)

Michael L. Hawlen
(Sign)

Michael L. Hawlen
(Print)

Judith A. Behrens
(Sign)

Judith A. Behrens
(Print)

Michael L. Hawlen
(Sign)

Michael L. Hawlen
(Print)

NATURE'S EDGE COMMUNITY
ASSOCIATION, INC.

By: Joseph D. Schneider
(Sign) President, Nature's Edge
Community Association, Inc.

Joseph D. Schneider
(Print)

Attest: Ronald C. Fagner
(Sign) Secretary, Nature's Edge
Community Association, Inc.

RONALD C. FAGNER
(Print)

Address of Association:
P.O. Box 435
Waverly, Florida 33877-0435

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in the presence of:

Judith A. Behrens
(Sign)

Judith A. Behrens
(Print)

Michael L. Hawlen
(Sign)

Michael L. Hawlen
(Print)

Judith A. Behrens
(Sign)

Judith A. Behrens
(Print)

Michael L. Hawlen
(Sign)

Michael L. Hawlen
(Print)

NATURE'S EDGE COMMUNITY
ASSOCIATION, INC.

By: Joseph D. Schneider
(Sign) President, Nature's Edge
Community Association, Inc.

Joseph D. Schneider
(Print)

Attest: Ronald C. Fagner
(Sign) Secretary, Nature's Edge
Community Association, Inc.

RONALD C. FAGNER
(Print)

Address of Association:
P.O. Box 435
Waverly, Florida 33877-0435

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO FLORIDA LAW, THE UNDERSIGNED ASSOCIATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Association is NATURE'S EDGE COMMUNITY ASSOCIATION, INC.

2. The name and address of the Registered Agent and office is:
Michael T. Hanlon
4185 Orchid Boulevard
Lake Wales, Florida 33898-9610

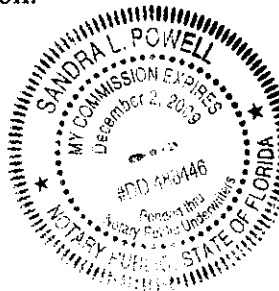
Having been named as Registered Agent to accept service of process for NATURE'S EDGE COMMUNITY ASSOCIATION, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 12-14-06

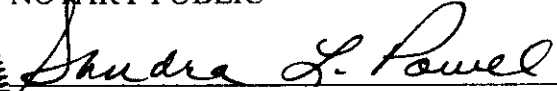

Michael Hanlon, Registered Agent

STATE OF FLORIDA
COUNTY OF Polk

The foregoing Certificate of Designation, was acknowledged before me this 14 day of December, 2006, by Michael T. Hanlon, as Registered Agent of NATURE'S EDGE COMMUNITY ASSOCIATION, INC., a Florida corporation, on behalf of the corporation.



NOTARY PUBLIC


(Sign)

(Print)

State of Florida, At Large
My Commission expires: _____

PERSONALLY KNOWN _____
OR PRODUCED IDENTIFICATION X
TYPE OF IDENTIFICATION PRODUCED FL DL

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF NATURE'S EDGE COMMUNITY ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned officers of NATURE'S EDGE COMMUNITY ASSOCIATION, INC. (hereinafter referred to as the "Corporation") hereby certify as follows:

First

A true and correct copy of the full text of the Amended and Restated Articles of Incorporation (hereinafter referred to as the "Articles") are attached hereto.

Second

The Amended and Restated Articles contain amendments to the articles requiring Member approval.

Third

The Amended and Restated Articles were approved at the meeting of the Members held on the 5th day of December, 2006, and the number of votes cast by the Members in favor of the Amended and Restated Articles were sufficient for approval.

IN WITNESS WHEREOF, we the undersigned President and Secretary of the Corporation have made and signed these Articles of Amendment and Restatement of the Articles this 14th day of December, 2006.

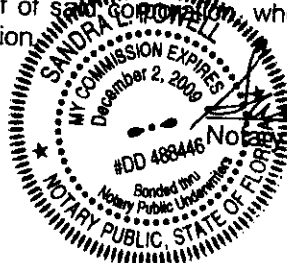
NATURE'S EDGE COMMUNITY ASSOCIATION, INC.

BY: Joseph P. Schneider
Joseph P. Schneider, as President

BY: Ronald C. Fagner
Ronald C. Fagner, as Secretary

STATE OF FLORIDA
COUNTY OF POLK

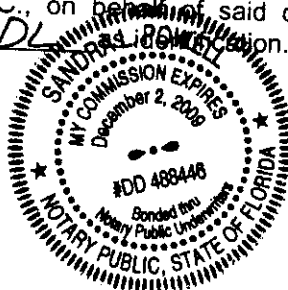
The foregoing AMENDED AND RESTATED ARTICLES were acknowledged before me this 14th day of December, 2006, by Joseph P. Schneider, President, of NATURE'S EDGE COMMUNITY ASSOCIATION, INC., on behalf of said Corporation, who is personally known to me or who has produced FL DL as identification.



Sandra L. Powell
Notary Public - State of Florida

STATE OF FLORIDA
COUNTY OF POLK

The foregoing AMENDED AND RESTATED ARTICLES were acknowledged before me this 14th day of December, 2006, by Ronald C. Fagner, Secretary, of NATURE'S EDGE COMMUNITY ASSOCIATION, INC., on behalf of said corporation, who is personally known to me or who has produced FL DL as identification.



Sandra L. Powell
Notary Public - State of Florida