

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

ITHOA, INC.

A Not-For-Profit Corporation

WHEREAS, Articles of Incorporation were previously adopted for this not-for-profit corporation and filed with the Secretary of State in 1983; and

WHEREAS, the members of the Association have approved of the adoption of these Amended and Restated Articles of Incorporation by the vote required;

NOW, THEREFORE, the following Amended and Restated Articles of Incorporation for ITHOA, Inc. are hereby adopted:

ARTICLE I. NAME

The name of this corporation is: ITHOA, INC.

ARTICLE II. PURPOSE AND OBJECTIVES

Section 1. The purpose for which this Corporation is organized is to provide an entity for the operation and management of the Indian Trails Subdivision, according to the Plat recorded in Plat Book 78, Pages 43 and 44, Public Records of Pinellas County, Florida; and Indian Trails Addition, according to the Plat recorded in Plat Book 73, Pages 40 and 41, Public Records of Pinellas County, Florida, in Pinellas County, Florida, for the purpose of maintaining and improving the property values and the conditions in such Subdivisions, and otherwise carrying out the functions of this homeowners association under the governing documents and Florida Statutes.

Section 2. The Corporation shall not engage in any business of a kind ordinarily carried on for profit, and nothing in these Articles of Incorporation or in the By-Laws shall authorize the Corporation to, and the Corporation shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the Corporation shall be applied exclusively to the not-for-profit purpose and objectives of the Corporation as set forth herein, and no part thereof shall ever inure to the benefit of any private member or individual.

Section 3. In connection with and to further its objectives and purpose, as stated above, the Corporation shall have and may exercise all of the powers and authority now or hereafter appointed to and vested in not-for-profit corporations organized and existing under the General Not-For-Profit

Corporation Act of the State of Florida (Chapter 617, Florida Statutes) and Chapter 720 of the

Florida Statutes, as amended from time to time as may be necessary or appropriate in order to carry out the purposes outlined in (1) above.

Section 4. Upon the termination or dissolution of the Corporation, any unexpended funds or assets remaining after all of the debts and obligations of the Corporation have been paid and satisfied shall be expended in connection with the purpose set forth in paragraph (1) above and not returned to any private members of the Corporation or any individual.

ARTICLE III. QUALIFICATION OF MEMBERS

Only record owners of lots in Indian Trails and Indian Trails Addition shall be members of the corporation, and no other persons or entities shall be entitled to membership. Voting rights of members shall be established by the Declaration of Covenants and the By-Laws. All owners of record of any Lot within the Subdivisions shall automatically be members, and such membership shall cease when title to such property is transferred.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws, and, they shall be elected as provided in the By-Laws.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors, which shall consist of not less than (five) 5 nor more than nine (9) Directors, all of whom shall be members of the Corporation.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE VII. REGISTERED OFFICE AND AGENT

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

ARTICLE VIII. BY-LAWS

Section 1. The Board of Directors and the membership of the Association shall provide such By-Laws as are appropriate for the conduct of the Association's business and the carrying

out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a two-thirds (2/3rds) vote of those members present and voting, in person or by proxy at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for the purpose, by a two-thirds (2/3rds) vote of those present and voting, in person or by proxy.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify every director and every officer, and every committee member, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct, on actions outside the scope of the duties and office of such director or officer. In the case of a settlement, the Board of Directors shall determine the extent to which indemnification shall apply, based upon these same guidelines. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. The corporation will not indemnify anyone to the extent that costs and fees are covered by an applicable insurance.