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Prepared by & RETURN TO:

Jonathan James Damonte
Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Largo, FL 32778

PAULA S. O'NEIL, PASCO CLERK & COMPTROLLER
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GRAND HORIZONS HOMEOWNERS ASSOCIATION, INC.

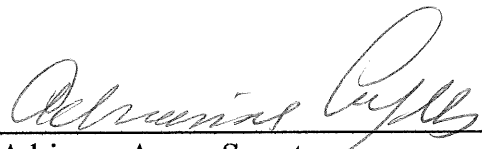
CERTIFICATE OF FILING
AMENDED AND RESTATED ARTICLES OF INCORPORATION

I, ADRIANNE AYRES, as Secretary of Grand Horizons Homeowners Association, Inc., a Florida corporation not for profit (the "Association"), do hereby certify:

That the attached is a true and correct copy of the Amended and Restated Articles of Incorporation of the Association adopted by the Board of Directors of the Association on May 26, 2009. There are no members entitled to vote on these Amended and Restated Articles of Incorporation pursuant to Article X of the Articles of Incorporation of the Association filed with Florida Secretary of State on March 28, 2008.

I hereby further certify that the same as attached has not been amended.

Dated this 3 day of June, 2009.




Adrienne Ayres, Secretary

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 3rd day of June, 2009, by Adrienne Ayres, as Secretary of Grand Horizons Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. She: is personally known to me or has produced _____ as identification.





Notary Public
My Commission Expires: 11/2/09

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GRAND HORIZONS HOMEOWNERS ASSOCIATION, INC.
(A Florida corporation not for profit)

The undersigned hereby executes these Amended and Restated Articles of Incorporation for Grand Horizons Homeowners Association, Inc., a Florida corporation not for profit formed under Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of the corporation shall be GRAND HORIZONS HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as the "Association" and its duration shall be perpetual. The principal office of the Association shall be located at Grand Horizons Homeowners Association, Inc., c/o Jonathan James Damonte, Chartered, 12110 Seminole Blvd., Largo, FL 33778. The principal office of the Association may be changed from time to time by the Board of Directors without amending these Articles of Incorporation.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to engage as a nonprofit organization to protect the value of the Property subject to its jurisdiction, protect the value of the Lots and the Property; to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants and Restrictions for Grand Horizons and any amendments thereto (the "Declaration") recorded in the office of the Clerk of the Circuit Court in and for Pasco County, Florida, including the establishment and enforcement of payment of Fees, Charges and Assessments contained therein; to provide for perpetual maintenance and management of the streets and roadways of the Property, to provide for perpetual maintenance and management of the drainage structures and other lands subject to its jurisdiction, to acquire the common areas of the Property, and to engage in such other lawful activities as may be to the mutual benefit of the Members and the Property. In addition, the Association shall have the authority to purchase or to receive title to those portions of the Property, including the Common Areas, and any other parcels of property as may be made available, and to operate and manage said Property for the benefit of the members of the Association. Capitalized terms not defined herein shall have the meanings assigned to them in the Declaration.

ARTICLE III
POWERS

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

3.1 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, except as

expressly limited or restricted by applicable law, the terms of these Amended and Restated Articles of Incorporation, the Declaration, or the Bylaws.

3.2 Necessary Powers. In addition to the powers set forth in Section 3.1 above, the Association shall have all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

3.2.1 To operate, manage, maintain, repair and replace the streets and roadways which may be dedicated to it, to operate, manage, maintain, repair and replace the drainage structures and drainage ways which may be dedicated to it and, if acquired by the Association, to operate, manage, maintain, repair and replace any structure, building or facility within or on, including the Property of the Common Area, and any real or personal property in which the Association has an interest;

3.2.2 To make and collect any Fees, Charges or Assessments against Members to pay Expenses, and to operate the Association, including but not limited to the roadways, drainage structures, Common Areas and Property that may be owned, leased, or dedicated to it;

3.2.3 To use the proceeds of any Fees, Charges or Assessments in the exercise of its powers and duties;

3.2.4 To reconstruct improvements after casualty and to further improve any property, structure or improvement owned, leased or otherwise operated by the Association, including but not limited to the Property and the Common Area, if owned, leased or otherwise dedicated to the Association, by the construction of improvements or renovation, repair or remodeling of buildings or other improvements;

3.2.5 To make and amend Bylaws of the Association and to make any other rules or regulations respecting the use of any Property, structure or improvement owned, operated or maintained by the Association, including but not limited to the roadways, drainage structures and other structures, buildings, improvements, or the Property and the Common Area if owned, leased or otherwise dedicated to the Association, and to enforce by legal means the provisions of the Declaration, these Articles, the Bylaws and the rules and regulations for the use of the Property and the Common Area, including but not limited to establishing an Architectural and Landscaping Committee to approve changes to the individual Lots and any property of the Association.

3.2.6 To provide for management and maintenance, enter into contracts with professional managers and to take any other action which in its judgment is necessary to assist the Association in carrying out its duties by performing such functions as the collection of Fees, Charges, or Assessments, preparation of records, enforcement of rules and maintenance of the streets and roadways of the Property and any other property acquired by the Association. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, promulgation of rules and regulations and execution of contracts on behalf of the Association.

3.2.7 To repair and maintain the streets and roadways of the Property, to repair and maintain any drainage structures or other property, facilities or structures for drainage or other purposes, and any other real property that may become a part of the Development, as such streets and roadways or drainage or other structures become dedicated to the Association, portions of which are or may be owned by third parties other than the Developer or the Association or Members, and to assess such third parties a proportionate share of the expenses of such maintenance.

3.2.8 To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the Association's duties above described, including the power to acquire, hold, convey, and deal in real and personal property.

3.2.9 To acquire by purchase, transfer, or any other means, title to the Property, Common Areas or any other property that may be made available for sale or transfer by the Developer or any other third party, for the purpose of protecting the value of the Property, or for any other lawful reason, and to make Assessments to pay for said purchase or transfer, in accordance with the terms of these Articles, the Bylaws and the Covenants.

3.2.10 To lease, rent, purchase or otherwise contract a right to possession of the Property or Common Area, and to operate, repair, maintain and better the Common Area or the Property, in accordance with any direction by the Board of Directors of the Association.

3.3 Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members. No part of the income, if any, of the Association shall be distributed to the Members, directors or officers of the Association.

3.4 Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions hereof, of the Declaration, and the Bylaws, provided that in the event of conflict, the provisions of the Declaration shall control.

ARTICLE IV MEMBERSHIP AND VOTING

4.1 Qualification for Membership. The qualification for membership, and the manner of admission to membership and termination of such membership, shall be as follows: A Person or entity shall automatically become a member of the Association upon acquisition of fee simple title to any Lot, by filing a deed therefore in the public records of Pasco County Florida. Membership shall continue until time as the Member transfers or conveys his interest of record or the interest is transferred or conveyed by operation of law, at which time membership, with respect to the Lot conveyed, shall automatically be conferred upon the transferee. Membership shall be appurtenant to, and may not be separated from, ownership of Property subject to the Declaration. No Person or entity holding an interest in a Lot only as security for the performance of an obligation may be a Member of the Association.

4.2 Voting. Members shall be Owners and shall be entitled to one vote for each lot in which they hold the interest required for membership. Votes may be exercised or cast by a member in

person or by proxy. Proxies shall be filed with the Secretary of the Association prior to a meeting of the Association. A proxy shall be valid and entitle the holder thereof to vote only at the particular meeting designated therein, or any postponement or adjournment to a later date of such meeting.

ARTICLE V BOARD OF DIRECTORS

5.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided for in the Bylaws, but which shall consist of not less than five (5) nor more than nine (9) directors.

5.2 Duties and Powers. All of the duties and powers of the Association existing under Florida Law, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees.

5.3 Timing of Election. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws.

5.4 Removal of Directors. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.5 Standards. A Director shall discharge his duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association.

ARTICLE VI OFFICERS

Officers shall be elected or appointed by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer, and such other officers as may from time to time be deemed appropriate by the Board of Directors.

ARTICLE VII INDEMNIFICATION OF OFFICERS, DIRECTORS, AND MEMBERS OF THE ARCHITECTURAL AND LANDSCAPING COMMITTEE

Every director and officer of the Association, and any member of the Architectural and Landscaping Committee (the "A.L.C.") shall be indemnified by the Association against all expenses and liability, including attorneys fees and costs, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved, by reason of them being or having been a director, officer or member of the A.L.C. at the time the liability for such expenses are incurred, notwithstanding that the individual is no longer a member of the Association or an officer or director, except in such cases wherein

the director, officer or member of the A.L.C. is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or member of the A.L.C. may be entitled.

ARTICLE VIII BYLAWS

Bylaws of the Association shall be adopted, amended, altered or rescinded by a majority vote of the Board of Directors at any regular or special meeting; provided, however, that:

(i) At no time shall the Bylaws conflict with these Amended and Restated Articles of Incorporation or the Declaration; and

(ii) Any amendments to the Bylaws shall also be approved by the affirmative vote of not less than two-thirds (2/3) of the total Voting Interests of the Association at any duly called annual or special meeting of the Members, or by written consent.

ARTICLE IX AMENDMENTS

These Amended and Restated Articles of Incorporation of the Association may be amended, altered, or modified by a majority vote of the Board of Directors at any regular or special meeting; provided that:

(i) There is no conflict with Florida law or the Declaration;

(ii) Any amendments, alterations or modifications to these Amended and Restated Articles of Incorporation shall also be approved by the affirmative vote of not less than two-thirds (2/3) of the total Voting Interests of the Association at any duly called annual or special meeting of the Members, or by written consent.

(iii) No amendment, alteration or modification of these Amended and Restated Articles of Incorporation may be made which affects the rights or privileges of any Mortgagee.

ARTICLE X REGISTERED AGENT

The name of the registered agent and the street address of the registered agent of the Association shall be as follows:

Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Largo, FL 33778

The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

ARTICLE XI
APPROVAL

On May 26, 2009, the Board of Directors at a duly called meeting of the Board of Directors of Grand Horizons Homeowners Association, Inc. approved these Amended and Restated Articles of Incorporation as the official Articles of Incorporation of the Association. There are no members entitled to vote on these Amended and Restated Articles of Incorporation pursuant to Article X of the Articles of Incorporation of the Association filed with Florida Secretary of State on March 28, 2008.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, at Pasco County, Florida, this 3 day of June, 2009.

Signed, sealed & delivered
In the presence of:

Adrienne Hayes
ADRIANNE HAYES
Charlotte Toth
CHARLOTTE TOTH

GRAND HORIZONS HOMEOWNERS
ASSOCIATION, INC.

By: *Richard J. Charron*
Richard J. Charron, President

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 3rd day of June, 2009, by Richard J. Charron, President of Grand Horizons Homeowners Association, Inc., who is personally known to me and who did take an oath.

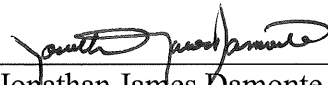
Charlotte Toth
Notary Public, State of Florida
My Commission Expires: 11/2/09



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Amended and Restated Articles Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.

Jonathan James Damonte, Chartered
Registered Agent

By: 
Jonathan James Damonte, President

Dated this 3rd day of June, 2009