

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on February 9, 2005, to Articles of Incorporation for AVONDALE GROVE OF HILLSBOROUGH HOMEOWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H05000033840. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N05000000056.

Authentication Code: 205A00009257-020905-N05000000056-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Ninth day of February, 2005



Glenda E. Hood

Glenda E. Hood
Secretary of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 9, 2005

AVONDALE GROVE OF HILLSBOROUGH HOMEOWNERS ASSOCIATION,
4300 WEST CYPRESS STREET, SUITE 150
TAMPA, FL 33607

Re: Document Number N05000000056

The Articles of Amendment to the Articles of Incorporation for AVONDALE GROVE OF HILLSBOROUGH HOMEOWNERS ASSOCIATION, INC., a Florida corporation, were filed on February 9, 2005.

The certification requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H05000033840.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Irene Albritton
Document Specialist
Division of Corporations

Letter Number: 205A00009257

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AVONDALE GROVE OF HILLSBOROUGH HOMEOWNERS ASSOCIATION, INC.

This Amendment to the Articles of Incorporation of Avondale Grove of Hillsborough Homeowners Association, Inc. (the "Corporation") is executed this 4th day of February, 2005.

WITNESSETH:

WHEREAS, the current Articles of Incorporation of Avondale Grove of Hillsborough Homeowners Association, Inc. were filed with the Florida Secretary of State on the 3rd day of January, 2005, Charter Number NO5000000056; and

WHEREAS, the Articles may be amended pursuant to its terms; and

NOW, THEREFORE the following provision of the Articles of Incorporation of Avondale Grove of Hillsborough Homeowners Association, Inc. ("Corporation"), is hereby, amended as follows:

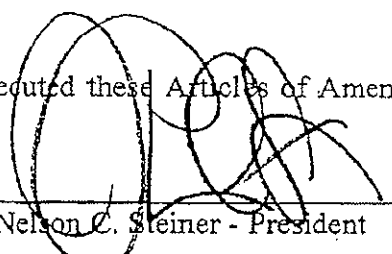
Article I, Item 8 of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

8. "Declarant" means AN Development III, Inc., a Florida corporation, or any successor or assign that is designated as Declarant in a recorded instrument which the immediately preceding Declarant executes. On all matters, Declarant may act through any of its Affiliates. Any Person who at any time holds the rights of Declarant hereunder and subsequently transfers or assigns the rights of Declarant to another Person shall be known as a "predecessor Declarant" and, unless otherwise agreed in writing, shall be entitled to the rights of a predecessor Declarant established in this Declaration. Whether or not specifically stated, a predecessor Declarant shall be afforded the same protection with respect to matters arising during its tenure as Declarant as the predecessor Declarant would have if it were still Declarant.

As hereby changed and amended, the parties hereby ratify and confirm the Articles of Incorporation. In the event of any inconsistencies between this Articles of Amendment to Articles of Incorporation and the Articles of Incorporation, the provisions of this Articles of Amendment shall control.

The foregoing amendment was adopted unanimously by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 4th day of February, 2005.



Nelson C. Steiner - President



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of AVONDALE GROVE OF HILLSBOROUGH HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on January 3, 2005, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H05000000987. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N05000000056.

Authentication Code: 305A00000238-010405-N05000000056-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourth day of January, 2005



Glenda E. Hood
Glenda E. Hood
Secretary of State

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ARTICLES OF INCORPORATION
OF
AVONDALE GROVE OF HILLSBOROUGH HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not For Profit)

In order to form a corporation not for profit under and in accordance with the provisions of Chapters 617 and 720 of the Florida Statutes, the undersigned hereby incorporates this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

ARTICLE I
DEFINITIONS

The following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings:

1. "Articles" means these Articles of Incorporation and any amendments hereto.
2. "Assessments" means the assessments for which all Owners are obligated to the Association and includes "Regular Assessments" and "Special Assessments" (as such terms are defined in the Declaration) and any and all other assessments which are levied by the Association in accordance with the Governing Documents.
3. "Association" means Avondale Grove of Hillsborough Homeowners Association, Inc., a Florida corporation not for profit. The "Association" is NOT a condominium association and is not intended to be governed by Chapter 718, the Condominium Act, Florida Statutes.
4. "Board" means the Board of Directors of the Association.
5. "Bylaws" means the Bylaws of the Association and any amendments thereto.
6. "Common Area" means the property more particularly described in the Declaration.
7. "County" means Hillsborough County, Florida.
8. "Declarant" means AN Development, Inc., a Florida corporation, or any successor or assign that is designated as Declarant in a recorded instrument which the immediately preceding Declarant executes. On all matters, Declarant may act through any of its Affiliates. Any Person who at any time holds the rights of Declarant hereunder and subsequently transfers or assigns the rights of Declarant to another Person shall be known as a "predecessor Declarant" and, unless otherwise agreed in writing, shall be entitled to the rights of a predecessor Declarant established in this Declaration. Whether or not specifically stated, a predecessor Declarant shall be afforded the same

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protection with respect to matters arising during its tenure as Declarant as the predecessor Declarant would have if it were still Declarant.

9. "Declaration" means the Declaration of Covenants, Conditions and Restrictions of Avondale Grove, which is intended to be recorded amongst the Public Records of the County, and any amendments thereto.

10. "Director" means a member of the Board.

11. "Avondale Grove" means that planned residential development located in the County, which encompasses the Property (as defined in the Declaration) and is intended to comprise thirty-seven (37) Single Family Homes. Avondale Grove will consist of the Property as defined in the Declaration.

12. "Governing Documents" means in the aggregate the Declaration, these Articles and the Bylaws and all of the instruments and documents referred to therein, including, but not limited to, any Amendment(s) thereto.

13. "Home" shall mean one of the thirty-seven (37) single family residences (may also be referred to herein as "Single-Family Home"), each of which is designed and intended for use and occupancy as a single-family residence.

14. "Member" means a member of the Association.

15. "Operating Expenses" means the expenses for which Owners are liable to the Association as described in the Declaration and any other Governing Documents and include, but are not limited to, the costs and expenses incurred by the Association in administering, operating, maintaining, financing, or repairing, but not reconstructing, replacing or improving, the Common Area and improvements thereon and all costs and expenses incurred by the Association in carrying out its powers and duties hereunder or under any other Governing Documents.

16. "Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any Home within Avondale Grove, and includes Declarant for as long as Declarant owns fee simple title to a Home, but excluding therefrom those having such interest as security for the performance of an obligation.

Unless otherwise defined herein, the terms defined in the Declaration are incorporated herein by reference and shall appear in initial capital letters each time such terms appears in these Articles.

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ARTICLE II
NAME

The name of this corporation shall be AVONDALE GROVE OF HILLSBOROUGH HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, whose principal address and mailing address is 4300 West Cypress Street, Suite 150, Tampa, Florida 33607.

ARTICLE III
PURPOSES

The purpose for which the Association is organized is to take title to, operate, administer, manage, lease and maintain the Common Area in accordance with the terms of, and purposes set forth in, the Governing Documents and to carry out the covenants and enforce the provisions of the Governing Documents.

ARTICLE IV
POWERS

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

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers granted to the Association in the Governing Documents. All of the provisions of the Declaration and Bylaws which grant powers to the Association are incorporated into these Articles.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Governing Documents.

2. To make, establish, amend and enforce reasonable rules and regulations governing the use of the Common Area.

3. To make, levy and collect Assessments for the purpose of obtaining funds from its Members to pay Operating Expenses and other costs defined in the Declaration and costs of collection, and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association.

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4. To own, maintain, repair, replace, operate and convey the Common Area in accordance with the Governing Documents.

5. To enforce by legal means the obligations of the Members and the provisions of the Governing Documents.

6. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation, administration and management of the Common Area and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Common Area and to delegate to such professional manager certain powers and duties of the Association.

7. To enter into the Declaration and any amendments thereto and instruments referred to therein.

8. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain Avondale Grove in a proper and aesthetically pleasing condition and to provide the Owners with services, amenities, controls and enforcement which will enhance the quality of life at Avondale Grove.

9. Notwithstanding anything contained herein to the contrary, the Association shall be required to obtain the approval of three-fourths (3/4) of all Members (at a duly called meeting of the Members at which a quorum is present) prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes:

- (a) the collection of Assessments;
- (b) the collection of other charges which Owners are obligated to pay pursuant to the Governing Documents;
- (c) the enforcement of any applicable use and occupancy restrictions contained in the Governing Documents;
- (d) dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Common Area or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of three-fourths (3/4) of the Members); or
- (e) filing a compulsory counterclaim.