

**CERTIFICATE AS TO
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VILLAGE ON THE GREEN CONDOMINIUM II ASSOCIATION, INC.**

NOTICE IS HEREBY GIVEN that at a duly called meeting of the members on May 26, 2020, called for the purpose of voting on proposed Second Amended and Restated Articles of Incorporation for Village on the Green Condominium II Association, Inc., the Amended and Restated Articles of Incorporation attached as Exhibit "B" to the original Amended and Restated Declaration for the Creation and Establishment of Village on the Green Condominium II, recorded in O.R. Book 13652, Page 2609 et seq. of the Public Records of Pinellas County, Florida, were duly adopted by an affirmative vote of at least 75% of the Board of Directors as well as the affirmative vote of at least 66 2/3% of the unit owners voting in person or by proxy. The Articles of Incorporation are amended and restated in their entirety to read as reflected on the attached Second Amended and Restated Articles of Incorporation incorporated in their entirety herein and referenced as Exhibit "B" to the Second Amended and Restated Declaration for the Creation and Establishment of Village on the Green Condominium II.

IN WITNESS WHEREOF, VILLAGE ON THE GREEN CONDOMINIUM II ASSOCIATION, INC. has caused this Certificate to be executed in accordance with the authority hereinabove expressed this 8th day of June, 2020.

**VILLAGE ON THE GREEN CONDOMINIUM
II ASSOCIATION, INC.**

(Corporate Seal)

By: Donna Reimer
Donna Reimer, as President

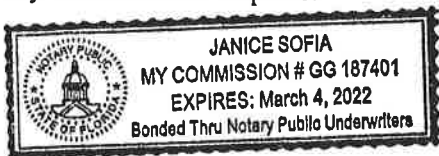
ATTEST:

Marcia Charlton
Marcia Charlton, as Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th day of June, 2020, by Donna Reimer, as President, and Marcia Charlton, as Secretary of VILLAGE ON THE GREEN CONDOMINIUM II ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. They took an oath, and are personally known to me or have produced _____ and _____ as identification to be the President and Secretary of the corporation executing the foregoing instrument, and they acknowledged executing the same voluntarily under the authority duly vested in them by said corporation. If no type of identification is indicated, the above-named persons are personally known to me.

My Commission Expires:



Janice Sofia
Notary Public
State of Florida at Large

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VILLAGE ON THE GREEN CONDOMINIUM II ASSOCIATION, INC.

ARTICLE I

NAME

The name of the corporation is VILLAGE ON THE GREEN CONDOMINIUM II ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

ASSOCIATION ADDRESS

The office address of the Association shall be 24701 U.S. Highway 19 N., Suite 102, Clearwater, Florida 33763, as may be amended from time to time.

ARTICLE III

PURPOSE

Section 1. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as may be amended from time to time (hereafter "the Condominium Act") for the operation of VILLAGE ON THE GREEN CONDOMINIUM II, a condominium hereinafter "the Condominium") located upon those certain lands in Pinellas County, Florida, legally described in Exhibit "A" to the Declaration of Condominium.

Section 2. Phase Condominium. The condominium is a phase condominium which includes land in Phases II, III and IV respectively, which are also legally described in said Exhibit "A".

ARTICLE IV

MEMBERS

Section 1. Membership. The members of the Association shall consist of all of the record Owners of Units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

Section 2. Transfer. Change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a record title to a Unit in the condominium. The Owner designated by such instrument thus becomes a member of the Association and the membership of the prior Owner is terminated.

Section 3. Voting. The Owner of a Unit shall be entitled to one (1) vote per Unit as a member of the Association which one (1) vote per unit shall be exercised by any Owner of a Unit or by all Owners of the Unit collectively, provided that there is only one (1) vote per Unit. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V

DIRECTORS

Section 1. Number. The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the Bylaws, but not less than five (5) Directors, and in the absence of such determination, shall consist of five (5) Directors. All Directors shall be members of the Association.

Section 2. Election. Directors of the Association shall be elected in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. A list of names and addresses of the Board of Directors shall be maintained in the Official Records of the Association.

Section 3. Term. The term of office for each Board member shall be as described in the Bylaws.

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers of the Association are maintained in the official records of the Association.

ARTICLE VII

POWERS

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

Section 1. Powers of Not for Profit Corporation. The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

Section 2. Powers of Condominium Act. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium and all of the powers and duties reasonably necessary to operate the Condominium.

ARTICLE VIII

PROPERTY

All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IX

AMENDMENTS

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

Section 1. Proposals for Amendment. An amendment may be proposed either by the Board of Directors by resolution or by a written request signed by ten percent (10%) of the members of the Association.

Section 2. Approvals of Proposed Amendments. A proposed amendment may be approved in the following manner:

(a) Approval of proposed amendments must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors present in person at a meeting of the Board of Directors or;

(b) By an affirmative vote of sixty-six and two thirds percent (66 2/3%) of the Members present in person or by proxy and voting at a duly noticed meeting of the Members.

Section 3. Notice. 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; provided, however, that no amendment shall make any changes in the qualification for membership or the voting rights of members, without approval in writing by all members. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

Section 4. Recording. A copy of each adopted amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Pinellas County, Florida.

ARTICLE X

REGISTERED AGENT

The registered agent of the Association is Ameri-Tech Property Management, Inc., 24701 U.S. Highway 19 N., Suite 102, Clearwater, Florida 33763, as may be amended from time to time or as may be designated by the Board of Directors from time to time.

ARTICLE XI

TERM

The term for which this corporation shall exist is perpetual.

END OF SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION