

ARTICLES OF INCORPORATION
OF
SUGARMILL WOODS CIVIC ASSOCIATION,
INCORPORATED
(A Florida Corporation Not-for-Profit)

PURSUANT TO THE PROVISIONS OF SECTION 617,
FLORIDA STATUTES, THE UNDERSIGNED
CORPORATION ADOPTS THE FOLLOWING
ARTICLES OF AMENDMENT TO ITS ARTICLES OF
INCORPORATION.

ARTICLE I NAME

The name of this corporation shall henceforth be
SUGARMILL WOODS CIVIC ASSOCIATION, and it
shall have its principal place of business at 108 Cypress
Blvd. West, Homosassa, FL 34446. For convenience
this corporation shall be herein referred to as the
"Association".

ARTICLE II PURPOSES

The purposes of the Association are to promote
maintenance of the desirable features of Sugarmill
Woods, Citrus County, Florida, as a residential
community; to enhance health, welfare, security and
other community services through information and
voluntary activity; to monitor public utilities; to foster
harmonious relationships within the community; to
maintain liaison with governmental and nongovernmental
entities having functions related to these purposes; and
to perform such other duties as may be assigned by its
membership.

ARTICLE III MEMBERSHIP

Section 1: Membership in the Association shall be open
to all property owners as defined in the Bylaws of the
Association.

Section 2: All persons having legal or equitable title to
real property including one or more lots, individual homes
or condominium units in Sugarmill Woods or Southern
Woods, Citrus County, Florida, shall be eligible for
membership. Membership shall terminate when such
person ceases to own such property in Sugarmill Woods
or Southern Woods.

Section 3: Procedures for admission to membership
shall be specified in the Bylaws of the Association.

ARTICLE IV DIRECTORS

Section 1: The affairs of the Association will be managed
by a Board of Directors consisting of not less than six (6)
Directors. Directors must be members of the
Association.

Section 2: Directors of the Association shall be elected at
the Annual Meeting of the voting members and shall
continue to serve until their successors have been
elected. Directors may be removed for good cause
shown. Vacancies on the Board of Directors shall be
filled in the manner provided by the Bylaws.

Section 3: The Directors elected at the annual meeting
shall serve until the next election of Directors as called
for in the amended Bylaws.

ARTICLE V OFFICERS

The affairs of the Association shall be administered by a
PRESIDENT, VICE-PRESIDENT, SECRETARY and
TREASURER, and such other officers as may be
designated by the Bylaws. The officers shall be elected
by the Board of Directors at the first meeting following
the Annual Meeting of the Voting Members of the
Association and shall serve at the pleasure of the Board
of Directors.

ARTICLE VI INDEMNIFICATION

The Association shall indemnify and hold harmless the
Board of Directors and each member thereof, including
their heirs, personal representatives, successors and
assigns, from any liability, loss claim, action or suit,
including, but not limited to attorneys' fees and costs,
arising from or by virtue of any action or failure to take
action relative to their rights and duties as granted them
by these Articles of Incorporation and the Bylaws of the
Association except when such person is adjudged guilty
of willful malfeasance or misfeasance. The Association
shall not be required to indemnify the Board of Directors
or any member thereof where an action is brought
against the Board of Directors or such member by the
Association and in which the Association is successful.

ARTICLE VII BYLAWS

The Board of Directors shall adopt Bylaws consistent
with these Articles of Incorporation. Any subsequent
alteration, amendment or repeal of the Bylaws shall
require approval of sixty percent (60%) of the voting
members present or by proxy at the meeting at which the

change is considered.

ARTICLE VIII AMENDMENTS

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

Section 1: Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each voting member at least thirty (30) days prior to the meeting.

Section 2: A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by 10% of the voting members of the Association. Resolutions proposing adoption of amendments must be adopted by not less than 60% of the votes of the voting members present and/or by proxy at the meeting at which such resolution is considered.

Section 3: No amendment shall make any changes in the

qualifications for membership or the voting rights of members without approval by 80% of the voting members present or by proxy at the meeting at which the change is considered.

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

ARTICLE IX TERM

The term of the Association shall be perpetual.

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office and the name and address of the registered agent shall be as indicated In the State of Florida Corporation Annual Reports submitted by the Association.

We certify that the above text is a complete and accurate Restatement of the Articles of Incorporation of the Sugarmill Woods Civic Association, Inc. as approved by the members at a General Meeting January 18, 2005.

Secretary

President