

Section II Articles of Incorporation

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES,
FOR PRESENT TEXT SEE EXISTING ARTICLES.**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF OUTDOOR RESORTS AT ORLANDO, INC. A CONDOMINIUM**

Pursuant to Section 617.1007, Florida Statutes, these Amended and Restated Articles of Incorporation are adopted by OUTDOOR RESORTS AT ORLANDO, INC., A CONDOMINIUM, a Florida Not For Profit Corporation, for the purposes set forth below.

ARTICLE I

The name of this corporation shall be:
OUTDOOR RESORTS AT ORLANDO, INC.,
A CONDOMINIUM

ARTICLE II

The general purpose of this not for profit corporation shall be as follows: To be the "Association" (as defined in the Condominium Act of the State of Florida, Chapter 718, Florida Statutes, as amended) for condominium properties that will be constructed on the real property located in Lake and Polk Counties, Florida, and as that Association, to operate and administer said Condominium, and carry out the functions and duties of said Condominium, as set forth in the Declaration of Condominium established for said Condominium. The Bylaws of this Association shall be attached to and made a part of said Declaration of Condominium.

ARTICLE III

Owners of condominium parcels are defined as ownership in fee title, however, should a person or party acquire the unexpired term of a 99 year leasehold interest in and to a unit, said lessee shall be a member of this Corporation.

ARTICLE IV

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Name
Robert B. Lord

Address
6 S. E. Terrace
North River Shores
Stuart, Florida

Charles B. McMahan

14 Evans Road
Nashville, Tennessee

E. Randall Henderson, Jr.

312 Page Road
Nashville, Tennessee

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the Bylaws, and in the exact number of persons specified in said Bylaws. The Directors, after the 2009 annual meeting, shall be elected at the annual meeting of the membership, for staggered terms of two (2) years as further provided for in the By-Laws or until their successors shall be elected and shall qualify; except, however, the Directors elected at the first corporate meeting shall be elected for the terms prescribed in the Bylaws. Provisions for such election, and provisions respecting the removal, disqualification and resignation of Directors, and for filling vacancies on the Directorate, shall be established by the Bylaws.

Section 2. The principle officers of the Corporation shall be:

President	Robert L. Lord
Vice President	Charles B. McMahan
Secretary	E. Randall Henderson, Jr.
Treasurer	E. Randall Henderson, Jr.

(The last two offices may be combined), who shall be elected from time to time, in the manner set forth in the Bylaws adopted by the Corporation.

ARTICLE VII

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration of Condominium and Bylaws, are as follows:

Robert L. Lord	President
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Charles B. McMahan	Vice President
E. Randall Henderson, Jr.	Secretary
E. Randall Henderson, Jr.	Treasurer

ARTICLE VIII

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Robert L. Lord	6 S. E. Terrace North River Shores Stuart, Florida
Charles B. McMahan	914 Evans Road Nashville, Tennessee
E. Randall Henderson, Jr.	312 Page Road Nashville, Tennessee

ARTICLE IX

The Bylaws of the Corporation shall initially be made and adopted by its first Board of Directors.

Prior to the time the property described in Article II above has been submitted to condominium ownership by the filing of the Declaration of Condominium, said first Board of Directors shall have full power to amend, alter or rescind said Bylaws by a majority vote.

After the property described in Article II has been submitted to condominium ownership by the filing of Declaration of Condominium, the Bylaws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, attended by a majority of the membership, by vote as follows:

- A. If the proposed change to the Bylaws has received approval of at least six (6) of the Board of Directors, then it shall require the affirmative vote of a majority of the total vote of the voting members of the association present in person or by proxy.
- B. If the proposed change has not been approved by the vote of at least six (6) of the Board of Directors, then the proposed change must be approved by a three quarters (3/4) affirmative vote of the voting members present in person or by proxy at the annual meeting or a special meeting called for this purpose.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any member or Director, and shall be adopted in the same manner as is provided for the amendment of the Bylaws, as set forth in Article IX above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval sealed with the Corporate Seal, signed by the Secretary or an assistant Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of state, and all filing fees paid.

ARTICLE XI

The Corporation shall have all the powers set forth in Chapter 617.0302 and 617.0303, Florida Statutes, as amended, and all of the powers set forth in the Condominium Act of the State of Florida, and all powers granted to it by the Declaration of Condominium and Exhibits annexed thereto, to which the Bylaws of this Corporation are attached and made a part thereof.

ARTICLE XII

There shall be no dividends paid to any members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or Officers. In the event there are any excess receipts over disbursements, as a result of performing services, such excess shall be applied against future expenses, etc. The Corporation may pay compensation in a reasonable amount to its members, directors and officers, for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in this Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and Bylaws. The voting rights of the owners of parcels in said condominium property shall be as set forth in the Declaration of Condominium and/or Bylaws.

Wherefore, these Amended and Restated By-Laws were duly adopted by the membership of OUTDOOR RESORTS AT ORLANDO, INC. A CONDOMINIUM in the method prescribed in the Association's governing documents on this 3rd day of March, 2001.

OUTDOOR RESORTS AT ORLANDO, INC.
A CONDOMINIUM

By: Robert Thorne
Robert Thorne President

Attest: Cecilia M. Burton
Cecilia M. Burton Secretary

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING instrument was acknowledged before me this 3rd day of March 2001 by Robert Thorne, President of the Association, who is personally known to me or produced identification (type of identification produced) _____ and Cecilia M. Burton, Secretary of the Association, who is personally known to me or produced identification (type of identification produced) _____

LISA A. CARPENTER
Notary Public - State of Florida
My Commission Expires Dec 6, 2002
Commission # CC795105

Lisa A. Carpenter
Printed Name: Lisa Carpenter
Notary Public - State of Florida
My Commission Expires: 12/6/02
Commission No.: CC795105