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
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