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**ARTICLES OF AMENDMENT AND RESTATEMENT TO
ARTICLES OF INCORPORATION
OF
PANTHER TRACE TOWNHOMES 2 ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

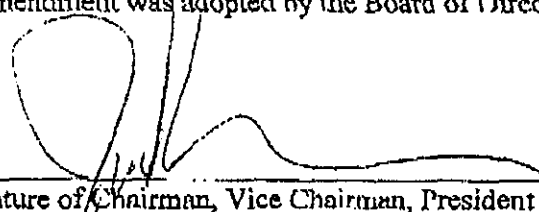
FIRST: Amendment adopted:

The Articles of Incorporation of Panther Trace Townhomes 2 Association, Inc. filed with the Florida Secretary of State on March 22, 2007 (N07000003030) are hereby replaced in their entirety by the Amended and Restated Articles of Incorporation of Worthington Community Association, Inc., attached hereto and made a part hereof.

SECOND: The date of adoption of the Amended and Restated Articles of Incorporation of Worthington Community Association, Inc. was October 14, 2011.

THIRD: Adoption of Amendment (CHECK ONE)

- The Amendment was adopted by the members and the number of votes cast for the Amendment was sufficient for approval.
- There are no members entitled to vote on this amendment. The Amendment was adopted by the Board of Directors.



Signature of Chairman, Vice Chairman, President or other officer

Joe Fulghum

Typed or printed name

President

October 14, 2011

Title

Date

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PANTHER TRACE TOWNHOMES 2 ASSOCIATION, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PANTHER TRACE TOWNHOMES 2 ASSOCIATION, INC.**

In compliance with the requirements of the laws of the State of Florida, the following are the Amended and Restated Articles of Incorporation for Panther Trace Townhomes 2 Association, Inc. These Amended and Restated Articles of Incorporation shall replace, in their entirety, those Articles of Incorporation for Panther Trace Townhomes 2 Association, Inc. previously filed on March 22, 2007, Document No. N07000003030:

1. Name. The name of the corporation shall be **Worthington Community Association, Inc.** (the "**Association**").
2. Principal Office. The principal office of the Association is 15550 Lightwave Drive, Suite 210, Clearwater, Florida 33760.
3. Registered Office - Registered Agent. The street address and the name of the Registered Agent of the Association is:

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
ATTN: MADONNA CUDDIHY
PLANTATION FL 33324 US

4. Definitions. A declaration entitled Declaration for Worthington (the "**Declaration**") has been (or will be) recorded in the Public Records of Hillsborough County, Florida, and shall govern all of the operations of the neighborhood to be known as Worthington (the "**Neighborhood**"). All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.
5. Purpose. Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of Association and the Owners; (d) promote the health, safety and welfare of the Owners.
6. Not-for-Profit. Association is a not-for-profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.
7. Powers and Duties. The powers of the Association shall include and be governed by the following:
 - 7.1. To perform all the duties and obligations of Association set forth in the Declaration and By-Laws, as herein provided.
 - 7.2. To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding Association and Worthington.

7.3. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

7.4. To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of Association.

7.5. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of Association except as limited by the Declaration.

7.6. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.7. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of Worthington to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

7.8. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.9. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Association, Worthington, the Common Areas, Parcels and Homes as provided in the Declaration and to effectuate all of the purposes for which Association is organized.

7.10. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.

7.11. To employ personnel and retain independent contractors to contract for management of Association, Worthington, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

7.12. To contract for services to be provided to, or for the benefit of, Association, Owners, the Common Areas, and Worthington as provided in the Declaration, such as, but not limited to, Telecommunications Services, maintenance, garbage pick-up, and utility services.

7.13. To establish committees and delegate certain of its functions to those committees.

7.14. To sue and be sued.

7.15. To contract with special taxing districts, if any, for any purpose.

7.16. The obligation to operate and maintain the Surface Water Management System within Worthington, to the extent not maintained by a special taxing district, if any, (including,

without limitation, all waterbodies, retention areas, culverts and related appurtenances, if any) in a manner consistent with the applicable SWFWMD Permit requirements and applicable SWFWMD rules, and to assist in the enforcement of the provisions contained in the Declaration which relate to the Surface Water Management System. The Association shall be responsible for assessing and collecting assessments for the operation, maintenance, and if necessary, repairs of the Surface Water Management System within Worthington.

8. Owners and Membership.

8.1. Membership. The Members of the Association shall consist of all of the record owners of Homes in Worthington from time to time.

8.2. Assignment. The share of a Home Owner in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Home for which that share is held. The funds and assets of the Association shall be expended, held or used only for the benefit of the Owners and for the purposes authorized herein, in the Declaration, and in the By-Laws.

8.3. Voting. On all matters upon which the Owners shall be entitled to vote, there shall be only one (1) vote for each Home, which vote shall be exercised or cast in the manner provided by the By-Laws. Any person or entity owning more than one (1) Home shall be entitled to one (1) vote for each Home owned.

8.4. Prior to Recordation of Declaration. Until such time as the real property comprising Worthington, and the improvements now and/or to be constructed thereon, are submitted to the community form of ownership by recordation of the Declaration in the Public Records of Hillsborough County, Florida, the membership of the Association (the "Membership") shall be comprised of the Directors of the Association, each of whom shall be entitled to cast a vote on all matters upon which the Membership would be entitled to vote.

9. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In addition, if Association is dissolved, the Surface Water Management System shall be conveyed to an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar non-profit corporation.

10. Term of Existence. The Association shall have perpetual existence.

11. Directors.

11.1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors (the "Board") consisting initially of three (3) directors,

but subject to change as provided by the By-Laws. Directors appointed or designated by the Developer need not be Owners of the Association or residents of Homes in the Neighborhood. All other directors must be Owners.

11.2. Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles, and the By-Laws shall be exercised exclusively by the Board, its agents, contractors and/or employees, subject only to approval by Owners when such approval is specifically required by the Declaration.

11.3. Election; Removal. Directors shall be appointed, elected, and removed as provided in the By-Laws.

11.4. Current Directors. The names and addresses of the members of the current Board who shall hold office until their successors are appointed and/or elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joe Fulghum	15550 Lightwave Drive, Suite 210, Clearwater, Florida 33760
Craig Holop	15550 Lightwave Drive, Suite 210, Clearwater, Florida 33760
Jennifer Siemering	15550 Lightwave Drive, Suite 210, Clearwater, Florida 33760

12. Officers. The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board and shall serve at the pleasure of the Board. The names and addresses of the current officers who shall serve until their successors are designated by the Board are as follows:

PRESIDENT:

Joe Fulghum
15550 Lightwave Drive, Suite 210,
Clearwater, Florida 33760

VICE PRESIDENT/ SECRETARY/ TREASURER:

Craig Holop
15550 Lightwave Drive, Suite 210,
Clearwater, Florida 33760

13. Original Incorporator. The name and address of the Original Incorporator is as follows:

Richard A. Schlosser, Esq.
500 East Kennedy Blvd., Suite 200
Tampa, Florida 33602

14. Indemnification.

14.1. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, employee, officer, or agent of the Association, against expenses (including reasonable attorneys' fees and paraprofessional fees at trial and upon appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful.

14.2. Limitations on Indemnification. Notwithstanding the foregoing, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have adjudged to be liable for gross negligence or intentional misconduct in the performance of his duties to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

14.3. Effect of Termination of Action. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

14.4. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 13.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and paraprofessional fees at trial and upon appeal) actually and reasonably incurred by him in connection therewith.

14.5. Approval. Any indemnification under Section 14.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 14.1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the voting interests of the Owners.

14.6. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in any specific case upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount until such time it shall ultimately be determined that he was not entitled to be indemnified by the Association as authorized in this Article 14.

14.7. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the By-Laws, agreement, vote of Owners or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

15. By-Laws. The first By-Laws of the Association shall be adopted by the Board and may be altered, amended or rescinded by the Board, Owners, and/or the Developer as provided in the By-Laws.

16. Amendments. Amendments to these Articles shall be proposed and adopted in the following manner:

16.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

16.2. Proposal. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or Owners holding one-third (1/3) of the voting interests in the Association.

16.3. Approval. An amendment shall be approved once it is approved:

16.3.1. by Owners holding a majority of the voting interests in the Association present in person or by proxy at a Members meeting at which a quorum thereof has been attained and by not less than sixty-six and two thirds percent (66-2/3%) of the entire Board; or

16.3.2. by Owners holding eighty percent (80%) of the voting interests in the Association present in person or by proxy at a Members meeting at which a quorum has been attained; or

16.3.3. prior to the date upon which Owners other than Developer control the Board, by not less than one hundred percent (100%) of the entire Board.

16.4. Attendance Not Required. Directors not present in person at the meeting considering the amendment may express their agreement or disagreement in writing, provided that the same is delivered to the Secretary at or prior to the meeting. Such agreement or disagreement may not be used as a vote for or against the action taken and may not be used as a vote for the purpose of creating a quorum.

16.5. Limitation. Notwithstanding the foregoing, no amendment shall be made that is in conflict with the Declaration, or the By-Laws, nor shall any amendment make any changes

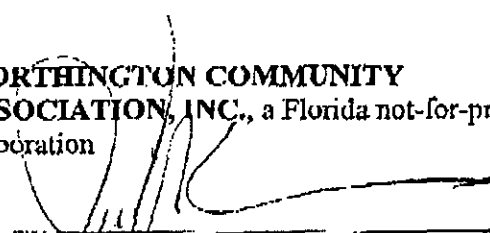
which would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Developer herein or in the Declaration unless the Developer shall join in the execution of the amendment.

16.6. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

16.7. Developer. The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone. This paragraph may not be amended.

For the purpose of amending and restating the Articles of Incorporation of the Association under the laws of the State of Florida, it is acknowledged that as of the date of these Amended and Restated Articles of Incorporation, there are no members of the Association and as such, no membership approval is required and that the undersigned, being the President of the Association, has executed these Amended and Restated Articles of Incorporation as of the 14th day of October, 2011.

**WORTHINGTON COMMUNITY
ASSOCIATION, INC.**, a Florida not-for-profit
corporation

By: 
Name: Joe Kilgum
Title: President

[SEAL]

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 14th day of October, 2011.

CT CORPORATION SYSTEM

By: Barbara A. Burke

Barbara A. Burke
Special Assistant Secretary