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*Amended
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 JUN 28 PM 1:25

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*AOR
7/1/10*

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Sun City Center West Master Association, Inc.

DOCUMENT NUMBER: 726597

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dana Phillips
(Name of Contact Person)

The Continental Group
(Firm/ Company)

1904 Clubhouse Drive
(Address)

Sun City Center/FL 33573
(City/ State and Zip Code)

DPhillips@sterlingmgt.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Douglas Christy at (813) 225-1918 x 29
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

Amended and Restated
Articles of Incorporation
of

2010 JUN 28 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sun City Center West Master Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

726597

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____ (Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|--------------|-------------|----------------|---------------------------------|
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| | | _____ | |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| | | _____ | |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| | | _____ | |

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See attached sheets labeled as Exhibit "A."

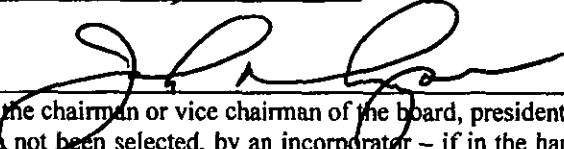
The date of each amendment(s) adoption: April 15, 2009
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 15, 2010

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John Luper
(Typed or printed name of person signing)

President
(Title of person signing)

Exhibit "A"

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SUN CITY CENTER WEST MASTER ASSOCIATION, INC.**

ARTICLES OF INCORPORATION
OF
SUN CITY CENTER WEST MASTER CONDOMINIUM, INC.

WE, the undersigned, acknowledge and file in the Office of the Secretary of State of the State of Florida for the purpose of forming a non-profit corporation in accordance with the laws of the State of Florida, these Articles of Incorporation, as provided by Law.

ARTICLE I.
NAME

The name of this Corporation shall be: SUN CITY CENTER WEST MASTER ASSOCIATION, INC., and its principal place of business is 1904 Clubhouse Drive, Sun City Center, Florida, 33573. Amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448.

ARTICLE II.
PURPOSES

The general purpose of this non-profit corporation shall be as follows: to be the "MASTER ASSOCIATION" to provide supervision, management and determination as to the care and maintenance of roads, traffic control, landscaping within the roadway areas, drainage systems, and the irrigation systems (including all wells, pumps, pipes and other facilities or equipment thereof) located throughout the Sun City Center West Project located in Hillsborough County, Florida, as well as all other matters determined to be in the best interest of the Master Association by the Board of Directors from time to time, and carry out the functions and duties as to the foregoing of the member condominium associations as set forth in the Declarations of Condominium creating the applicable condominiums within the Sun City Center West Project. The provisions hereinafter set forth shall be interpreted in such a manner as to include all condominiums in the Sun City Center West Project. All references to a condominium or a condominium association or a declaration of condominium herein shall also be deemed to include a subdivision, a homeowners association and the declaration of covenants, conditions, and restrictions thereof so that a subdivision and its homeowners association shall have the same status, obligations and rights as a condominium and its condominium association for all purposes of these Articles of Incorporation and the By-Laws of the Master Association. Amended and recorded on April 16, 1981 in O.R. Book 3808, Pages 718-720 and further amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448.

ARTICLE III.
MEMBERSHIP AND VOTING

The President of each Condominium Association in the Sun City Center West Project shall

be a member of the Master Association and shall be entitled to one (1) vote on any matter upon which votes are cast, regardless of the number of Condominium units contained in the Condominium which is represented by such President. *Amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448.* Each Condominium Association may designate another Director or Officer to be the member of the Master Association in place of said Association's President. Each member shall be entitled to one (1) vote. Membership in the Master Association shall be transferred and terminate in the manner and as of the time that the Board of Directors shall determine.

Notwithstanding the above or any other provision in these Articles of Incorporation to the contrary, the Developer of the Sun City Center West Project, i.e., WCI Communities, LLC, as successor in interest to Sun City Center Corp., shall be a member of the Master Association, and until such time as the Developer completes the entire development of the Sun City Center West Project or sooner elects to transfer control to the aforementioned members of this Corporation, the Developer shall have the sole and exclusive control over all of the affairs and other matters of the Master Association and Developer shall have the sole and exclusive right to elect all Officers and Directors of said Association. *Amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448; the addition of the reference to WCI Communities, LLC, is provided to reference the current entity serving as the Developer.* All members other than the Developer shall have a non-voting membership in the Master Association until the Developer either completes the entire project or otherwise transfers control to the other members.

The control vested in the Developer shall entitle it to elect all Officers and Directors of the Master Association during the period of such control.

Representation in person or by proxy of twenty-five percent (25%) of the members of the Master Association shall be deemed a quorum. In the event that the members of the Master Association and/or the Officers and Directors thereof fail to act after the control of the Master Association has been transferred from the Developer to the other members, the Developer, upon thirty (30) days' written notice to the Master Association shall have the right to appoint new Officers and Directors of the Master Association who shall then have the right to carry out the duties of the Association and make decisions required, including assessments and enforce same. There shall be no meeting required during such time as the members and/or Officers and Directors are in default of their duty to act.

ARTICLE IV. PERPETUAL EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers are as follows:

Clarann T. Slocum

1720 Harrison Street, Hollywood, Florida

Cheryl D. Melvin
Rosalie Castellano

1720 Harrison Street, Hollywood, Florida
1720 Harrison Street, Hollywood, Florida

ARTICLE VI.
BOARD OF DIRECTORS

Section 1. The affairs of this Corporation shall be managed and governed by a Board of Directors composed of not less than three, nor more than seven (7) persons.

Section 2. Except as otherwise provided in these Articles of Incorporation, Directors shall be elected by the voting members in accordance with the By-Laws, at the regular annual meeting of the membership of the Corporation to be held between April 1 and April 15 of each year on a date and at a time and location to be determined by the Board of Directors in its sole discretion. Directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the elected Directors may appoint an additional Director to serve the balance of said year. Amended and certified by State of Florida on April 1, 2002.

Section 3. All Officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors to be held immediately following the annual meeting of the membership. The Board of Directors shall elect a President, Vice President(s), Secretary, Treasurer and such other officers as it shall deem desirable, consistent with the corporate By-Laws.

ARTICLE VII.
OFFICERS

The names of the Officers who shall serve until the first election are as follows:

| | |
|--------------------|---------------------|
| CLARANN T. SLOCUM | President |
| CHERYL D. MELVIN | Vice President |
| ROSALIE CASTELLANO | Secretary-Treasurer |

ARTICLE VIII.
FIRST BOARD OF DIRECTORS

The following three persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first annual meeting of the members:

| | |
|--------------------|--|
| Clarann T. Slocum | 1720 Harrison Street, Hollywood, Florida 33020 |
| Cheryl D. Melvin | 1720 Harrison Street, Hollywood, Florida 33020 |
| Rosalie Castellano | 1720 Harrison Street, Hollywood, Florida 33020 |

ARTICLE IX.
DEVELOPER'S RIGHTS

Notwithstanding any provisions to the contrary to these Articles of Incorporation and this Corporation's By-Laws, all Officers and Directors of this Corporation shall be elected and designated by the Developer and there shall be no meeting of the members of this Corporation unless a meeting is called by the Board of Directors of this Corporation, and should a meeting be called, said meeting shall have no effect unless approved by the Board of Directors of this Corporation. The foregoing shall terminate upon the completion of the entire Sun City Center West Project or upon the Developer's electing to terminate its control of the Master Association. *Amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448.*

ARTICLE X. AMENDMENTS

The By-Laws of this Corporation may be altered, amended, or rescinded at any duly called meeting of the members, provided that the notice of meeting contains a full statement of the proposed amendment, a quorum is in attendance, and there is an affirmative vote of sixty (60%) percent of the holders of all the qualified voting rights present and voting at said meeting and said proposed amendment has been approved by a majority of the Board of Directors. No amendment shall change the rights and privileges of the Developer without said Developer's written approval. A copy of said amendment shall forthwith be certified as true and correct by the Corporation's Secretary or an Assistant Secretary, and President or Vice President, sealed with the Corporate Seal, and recorded in the Public Records of Hillsboro County, Florida.

ARTICLE XI. POWERS

This Corporation shall have all of the powers set forth in the Florida Statutes and any and all other rights, powers, and duties which it may legally have under the laws of the State of Florida; however, the foregoing shall be limited to the specific powers of this Corporation as are set forth in these Articles of Incorporation and the Corporation's By-Laws.

ARTICLE XII. SPECIFIC AUTHORITY

The Board of Directors of the Corporation shall be responsible for the determination of the care and maintenance of the roads, traffic control, landscaping within the roadway areas, drainage system and the irrigation systems (including all wells, pumps, pipes and other facilities or equipment thereof) throughout the Sun City Center West Project so as to provide efficient and integrated management for same, as provided in Article II above. Amended and recorded on April 16, 1981 in O.R. 3808 Pages 718-720 and further amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448.

Each Condominium within the Sun City Center West Project shall grant and assign to this Corporation the right to decide on and act in the matters hereinbefore and hereinafter specified. *Amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448.* The Corporation shall determine the budget required for same and the assessments to be paid for same and when said assessment is due, and all other similar decisions. The Corporation shall determine the assessment to be charged to

each Condominium and the Condominium parcel owners and their share of the total cost of the aforescribed items. The total cost of the aforescribed items shall be shared by all Condominiums within said Sun City Center West Project. Amended and recorded on February 17, 1989 in O.R. Book 5626 Pages 446-448. The assessment to be charged each Condominium and the Condominium parcel owners shall be in such amount as is fair and equitable and if the members of the Master Association deem it advisable, in their sole discretion, the assessment due from each Condominium shall be in an equal amount regardless of the size of the applicable Condominium property and the number of Condominium units therein. The Corporation shall have the specific authority to determine the extent of such assessments, and to determine the amount of any excess receipts over disbursements to be refunded, as provided in Article XV below, to the Sun City Center West Project Condominium Associations that have contracted with the Corporation to receive the Corporation's maintenance and management services. Amended and recorded on October 25, 1984 in O.R. Book 6107 Pages 1005-1009 and amended and recorded on February 17, 1989 in O.R. Book 5626 Pages 446-448. The Corporation shall have the specific authority to determine the extent of such assessments, its determination being final, binding and conclusive. The sum due and owing from each Condominium Association and its members throughout the Sun City Center West Project shall be a lien upon the applicable property, including the Condominium property and the Condominium units therein and said lien may be foreclosed in the same manner as mortgages and statutory liens are foreclosed in the State of Florida. Amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448. The lien and foreclosure shall be in favor of the Corporation. The assessment due from each Condominium and the Condominium parcel owners shall be deemed a common expense of the applicable Condominium. Each Condominium shall commence sharing said costs on the first day of such month as is three (3) months after the filing of said Condominium's Declaration of Condominium in the Public Records of Hillsborough County, Florida. The Developer, Lessor under Long-Term Leases, and the initial Management Firm, under Management Agreements, which are Exhibits to Declarations of Condominium of the Condominiums within the Sun City Center West Project, shall not be required to share any of the costs specified in this Article. Amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448.

ARTICLE XIII. PROPOSALS FOR AMENDMENT

Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by the holders of twenty (20%) percent of all of the membership votes. Such proposals shall set forth the proposed alteration, amendment or rescission in writing filed by the requisite number of members as established by the By-Laws and delivered to the President not less than twenty (20) days prior to the membership meeting at which time such proposal is to be voted upon. Such notice shall be given not less than ten (10) days prior to the date set for such meeting in the manner provided in the By-Laws. An affirmative vote of sixty (60%) percent of the qualified voting members of the Corporation present and voting at such meeting, as well as the affirmative vote of a majority of the Board of Directors of the Corporation approving such proposed change, shall thereupon pass said alteration, amendment or rescission of the Articles of Incorporation. Said amendment shall be effective when a copy thereof, together with an attached Certificate of its approval by the membership, sealed with the Corporate Seal, signed by the Secretary or 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 and a certified copy of same is filed in the Public Records of Hillsborough County, Florida. No amendment shall change the rights and privileges of the Developer without said Developer's written consent.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles, either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

**ARTICLE XIV.
SUN CITY CENTER WEST PROJECT**

The term "Sun City Center West Project" shall be an area of land located in Hillsborough County, Florida, which does not exceed four thousand (4000) acres, as determined in the sole discretion of the Board of Directors until such time as the Developer transfers control of the Association to its members as provided in Article III. Amended and recorded on February 17, 1989 in O.R. Book 1626, Pages 446-448. The term shall initially be defined as including the following described property, to wit:

LEGAL DESCRIPTION OF 2,100 ACRES ±

That part of Section 11, Township 32 South, Range 19 East, Hillsboro County, Florida, lying South of State Road 674;

ALSO, all of Section 14, Township 32 South, Range 19 East, Hillsboro County, Florida;

ALSO, all that part of Section 23, Township 32 South, Range 19 East, Hillsboro County, Florida, lying North of the thread of the stream of the "Little Manatee River";

ALSO, all that part of Section 13, Township 32 South, Range 19 East, Hillsboro County, Florida, lying West of the thread of the stream of "Cypress Creek";

ALSO, all that part of Section 26, Township 32 South, Range 19 East, Hillsboro County, Florida, lying North of the thread of the stream of the "Little Manatee River";

ALSO, the following described part of Section 12, Township 32 South, Range 19 East, Hillsboro County, Florida;

Begin at the Southwest corner of said Section 12, thence run North along the West line of said Section 12 to an intersection thereof with the South R/W line of State Road 674; thence, run easterly along said South R/W line to the intersection thereof with a line that is parallel to and 1,700 feet westerly of the East line of said Section 12; thence, run southerly along said line a distance of 2,000 feet; thence, run westerly along a line that is parallel to and 2,000 feet southerly of the South R/W line of State Road 674, to the thread of the stream of "Cypress Creek"; thence, southerly along the thread of said stream to the South line of said Section 12; thence, westerly along said South line to the southwest corner of said Section 12 and the point of beginning.

LEGAL DESCRIPTION OF 900 ACRES +

All of Section 24, Township 32 South, Range 19 East, Hillsboro County, Florida,

Excepting therefrom, however, the North 1,450 feet of said Section 24, lying East of the thread of the stream of "Cyprass Creek".

Also, all that part of Section 19, Township 32 South, Range 20 East, Hillsboro County, Florida, lying West of U.S. #301,

Excepting therefrom, however, the North 1,450 feet.

Also, all that part of Section 25, Township 32 South, Range 19 East, Hillsboro County, Florida, lying North of the thread of the stream of the "Little Manatee River", and lying North of U.S. #301.

Also, all that part of Section 30, Township 32 South, Range 20 East, Hillsboro County, Florida, lying Northwesterly of U.S. #301.

Additional property may be included or portions of the abovedescribed property may be excluded from the term Sun City Center West Project in the sole discretion of the Board of Directors until such time as is hereinbefore provided. *Amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 146-148.* Such additional property as may be included or such property as may be excluded shall be set forth in a Resolution adopted by the Board of Directors, and a copy thereof certified as true and correct by the Corporation's Secretary or an Assistant Secretary, and President or Vice President, with the Corporate Seal affixed, shall be recorded in the Public Records of Hillsborough County, Florida. The foregoing shall be deemed paramount to the requirements for the amendment of this Corporation's Articles of Incorporation and its By-Laws.

ARTICLE XV.
MISCELLANEOUS

Section 1. This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and transfer and termination thereof, as well as the number of members shall be upon such terms and conditions and in the manner as provided for hereinbefore.

Section 2. There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its members, Board of Directors or officers. In the event that there are any excess receipts over disbursements as a result of performing services, such income shall not be distributed to the members, directors or officers of the Corporation, but shall, at the Corporation's discretion, either be applied against future expenses of the Master Association in connection with the general purposes for which such Master Association was organized as stated in Article II hereof and any and all amendments to Article II, or be refunded, in a manner to be determined by the Corporation, to the Condominium Associations in the Sun City Center West Project that contract with the Corporation. *Amended and restated and recorded on October 25, 1984 in O.R. Book 6107, Pages 1005-1009.*

Section 3. This Corporation shall be deemed to have commenced business on May 1, 1973.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the Corporation hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring the certifying that the facts herein stated are true and hereunto set our hands and seals this 1st day of May, 1973.

(signed) _____ (SEAL)
Clarann T. Slocum

(signed) _____ (SEAL)
Cheryl D. Melvin

(signed) _____ (SEAL)
Rosalie Castellano

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared CLARANN T. SLOCUM, CHERYL D. MELVIN and ROSALIE CASTELLANO, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 1st day of May, 1973.

(signed) _____ (SEAL)
Notary Public, State of Florida at Large

My Commission Expires