

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TOSCANA ASSOCIATION, INC.**

WHEREAS, The Declarant turned over control of the Toscana Association, Inc. (the "Association") to the homeowners on October 8, 2009 and the Declarant's separate "Class B" of membership ceased and was converted to the same class of membership of all other owners, and references to "Declarant" in the Declaration or other governing documents serve as historical reference only.

WHEREAS, the undersigned President of TOSCANA ASSOCIATION, INC., and attested to by the Secretary., hereby certifies that the following Amended and Restated Articles of Incorporation of Toscana Association, Inc. has been approved by a vote of no less than two-thirds of the Owners pursuant to Article X of the Articles of Incorporation of Toscana Association, Inc..

NOW THEREFORE, the Articles of Incorporation of Toscana Association, Inc. dated April 21, 2004, and recorded June 10, 2004, at Official Records Book 5336, Page 4945 at Exhibit 1 of the Public Records of Volusia County, Florida, is hereby **deleted in its entirety and amended and restated to read as follows:**

The undersigned hereby forms a corporation not-for-profit under the laws of the State of Florida, pursuant to Florida Statutes Chapter 617, and hereby certifies as follows:

ARTICLE I

The name of this Corporation shall be TOSCANA ASSOCIATION, INC. The address of the registered agent of the Corporation and the mailing and principal addresses of the Corporation shall be set by the Board of Directors.

ARTICLE II

The general purpose of this Corporation not-for-profit shall be as follows:

To be the "Association" (as defined in Section 617.301, Florida Statutes), for the operation of the subdivision known as Toscana, a Subdivision at Ormond Beach, Florida, to be created pursuant to the provisions of Chapters 617 and 720, Florida Statutes, and as such Association, to operate and administer said subdivision and to carry out the functions and duties of said subdivision, as set forth in the Declaration of Covenants, Conditions, and Restrictions that govern the subdivision (the "Declaration").

ARTICLE III

Every Owner of a Unit, as defined in the Declaration, shall, by virtue of that ownership, be a Member of this Corporation. Such membership shall automatically terminate at such time as

such person ceases to own a Unit. Membership in the Corporation shall be limited to such Unit Owners, as defined in the Bylaws of this Corporation and the Declaration. The rights and duties of members of this Corporation shall be as defined in the Declaration.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

John Collins as the Declarant and developer of the Association was the initial subscriber to these Articles of Incorporation. The Declarant turned over control of the Association to the homeowners on October 8, 2009 and the Declarant's separate "Class B" of membership ceased and was converted to the same class of membership of all other owners. References to "Declarant" in the Declaration or other governing documents serve as historical reference only.

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 five (5), as determined by the directors from time to time. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one year or until their successors shall be elected and shall qualify. Provisions for such election, and provisions for the removal, disqualification and resignation of Directors and for filling vacancies on the Board of Directors, shall be established by the Bylaws.

Section 2. The principal officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer who shall be elected from time to time and in the manner set forth in the Bylaws. The positions of Secretary and Treasurer may be combined and held by one person.

ARTICLE VII

Article intentionally deleted.

ARTICLE VIII

Article intentionally deleted.

ARTICLE IX

The Bylaws of the Corporation shall initially be made and adopted by its first Board of Directors. The Bylaws may be amended, altered, modified or supplemented by a vote of the

membership as set forth in the Bylaws.

ARTICLE X

These Articles of Incorporation may be amended by an affirmative vote of not less than a majority of Owners at a duly notice meeting of Owners or by an instrument signed by not less than a majority of the Owners. Any amendment must be recorded.

ARTICLE XI

This Corporation shall have all of the powers as set forth in Florida Statutes Chapter 617 and 720 or their successors and all powers granted to it by the Declaration, including the power to contract for the management of the subdivision.

ARTICLE XII

This Corporation shall not issue shares of stock and no dividend or any part of the income of the Corporation shall be distributed to its members, directors or officers. Excess receipts over disbursements, if any, shall be applied against future expenses and reserves as appropriate. The Corporation may reimburse in a reasonable manner its members, directors or officers for expenses and may confer benefits upon its members in conformity with its general purposes.

ARTICLE XIII

The Association may be dissolved with the assent required for dissolution of the Association, other than incident to a merger or consolidation. The assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, Association, trust, or their organization to be devoted to such similar purposes.

ARTICLE XIV

Article intentionally deleted.

ARTICLE XV

The address of the registered agent of the Corporation and the mailing and principal addresses of the Corporation shall be set by the Board of Directors.

[The Remainder of this page is intentionally blank.
Signature Pages to follow.]

Signed, sealed and attested to this 26th day of October, 2017 in the presence of:

TOSCANA ASSOCIATION, INC., a
Florida not for profit corporation

Nicholas E Benson
WITNESS, print name: Nicholas E Benson

Michael A Ferro
by: MICHAEL A FERRO, President

Gregory E Benson
WITNESS, print name: Gregory E. Benson

Tracey A Benson
by: Tracey A Benson Secretary

STATE OF FLORIDA }
COUNTY OF VOLUSIA }

The foregoing instrument was acknowledged before me this 26th day of October, 2017 by Michael A. Ferro, as President of, and Tracey A. Benson, as Secretary of Toscana Association, Inc., who are personally known to me or who have produced FL Drivers License as identification.



Felicia Pellegrino
Print Name: Felicia Pellegrino
Notary Public, State of Florida
Notary Commission No.: _____
My Commission expires: _____