State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on July 25, 2000, to Articles of Incorporation for SOLIVITA COMMUNITY ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number B000000039085. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N99000005585.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-sixth day of July, 2000

Authentication Code: 300A00040744-072600-N99000005585-1/1

CR2EO22 (1-98)

Katherine Harris
Katherine Harris
Secretary of State

62 of 213

ARTICLES OF AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR SOLIVITA COMMUNITY ASSOCIATION, INC. (A CORPORATION NOT-FOR-PROFIT)

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

The Amended and Restated Articles of Incorporation for Solivita Community Association, Inc. filed with the Florida Secretary of State on September 30, 1999 are hereby amended as follows:

Section 5.5 is amended to read as follows:

5.5. To support, both in principle and financially, the activities of the APV, created to serve the common inter-village needs of the owners and residents of property in all villages of Poinciana Subdivision, wherever required, in Polk or Osceola County, Florida, where such activities, services, community improvements and facilities are created for the benefit of, and which serve, the owners and residents of property of more than one Village of Poinciana Subdivision. Such contribution and support shall be equitably apportioned among all Poinciana Villages and Associations to the extent that costs of such services are attributable to or benefit such property owners and residents of ~~(Sunrise Village)~~ [Solivita]. For the purpose of providing fair and just representation of Association and other member associations on the Board of Directors of the APV, the membership of which Board of Directors shall be composed of one delegated director from each member association, including this Association, in the Poinciana Subdivision. The Board of Directors of this Association shall elect from among its directors a delegate to serve in such capacity.

SECOND: The date of adoption of the amendment was July 24, 2000

THIRD: There are no members entitled to vote on this amendment. The Amendment to the Articles of Incorporation was adopted by the Board of Directors.

Dated: July 24, 2000.

The undersigned being a member of the Board of Directors of Solivita Community Association, Inc., and the President thereof.

Harold Cohen, Director and President of Solivita Community Association, Inc.

[Corporate Seal]

(((H00000039065 0)))

H00039065.1

State of Florida

Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on September 30, 1999, for POINCIANA VILLAGE TEN ASSOCIATION, INC. which changed its name to SOLIVITA COMMUNITY ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N99000005585.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the First day of October, 1999

Katherine Harris

Katherine Harris
Secretary of State

CR2E022 (1-99)

FILED
99 SEP 30 PM 4:45
FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POINCIANA VILLAGE TEN ASSOCIATION, INC.

1. The name of the Corporation is: POINCIANA VILLAGE TEN ASSOCIATION, INC.

2. Article I of the Articles of Incorporation of POINCIANA VILLAGE TEN ASSOCIATION, INC. is hereby amended to read in its entirety as follows:

1. Name of Corporation. The name of the corporation is SOLIVITA COMMUNITY ASSOCIATION, INC. ("Association").

The Articles of Incorporation for the Association shall hereinafter read as on Exhibit 1 attached hereto.

3. The foregoing amendment was unanimously adopted by the Board of Directors of the Corporation on September 17, 1999, and was approved on September 23, 1999, by unanimous written consent of all the Members of the Corporation.

IN WITNESS WHEREOF, I have executed these Articles of Amendment this 13th day of September, 1999.

POINCIANA VILLAGE TEN ASSOCIATION, INC., a Florida not-for-profit corporation

By: _____
Harold J. Cohen,
President

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SOLIVITA COMMUNITY ASSOCIATION, INC. (A CORPORATION NOT FOR PROFIT)

September 7, 1999

INDEX

1. Name of Corporation. 1
2. Principal Office 1
3. Registered Office - Registered Agent. 1
4. Definitions. 1
5. Purpose of Association. 1
6. Not for Profit 2
7. Powers of Association. 2
8. Association Lawsuits 3
9. Voting Rights 3
10. Board of Directors. 3
11. Dissolution. 4
12. Duration. 4
13. Amendments. 4
    13.1. General Restrictions on Amendments 4
    13.2. Amendments Prior to the Turnover Date. 4
    13.3. Amendments After the Turnover Date 4
14. Limitations. 5
    14.1. Declaration is Paramount. 5
    14.2. Rights of Declarant and Club Owner. 5
    14.3. By-Laws 5
15. Incorporator. 5
16. Officers. 5
17. Indemnification of Officers and Directors. 5
18. Transactions in Which Directors or Officers are Interested. 6
19. Severability. 6

67 of 213

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOLIVITA COMMUNITY ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is SOLIVITA COMMUNITY ASSOCIATION, INC. ("Association").

2. Principal Office. The initial principal office of Association is at the offices of Avatar Retirement Communities, Inc., which is located at 201 Alhambra Circle, Coral Gables, Florida 33134.

3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 201 Alhambra Circle, Coral Gables, Florida 33134. The name of the Registered Agent of Association is: Dennis Getman, Esq.

4. Definitions. A declaration entitled Solivita Declaration (the "Declaration") will be recorded in the Public Records of Osceola County and/or Polk County, Florida, and shall govern all of the operations of a community to be known as Solivita. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of Association. Association is formed to:

5.1. Provide for ownership, operation, maintenance and preservation of the Community Property and improvements thereon.

5.2. Perform the duties delegated to it in the Declaration.

5.3. Administer the interests of Association and the Owners.

5.4. Promote the health, safety and welfare of the Owners.

5.5. To support, both in principle and financially, the activities of the APV, created to serve the common inter-village needs of the owners and residents of property in all villages of Poinciana Subdivision, wherever required, in Polk or Osceola County, Florida, where such activities, services, community improvements and facilities are created for the benefit of, and which serve, the owners and residents of property of more than one Village of Poinciana Subdivision. Such contribution and support shall be equitably apportioned among all Poinciana Villages and Associations to the extent that the costs of such services are attributable to or benefit such property owners and residents of Sunrise Village. For the purpose of providing fair and just representation of Association and other member associations on the Board of Directors of the APV, the membership of which Board of Directors shall be composed of one delegated director from each

member association, including this Association, in the Poinciana Subdivision. The Board of Directors of this Association shall elect from among its directors a delegate to serve in such capacity.

5.6. Collect assessments and other amounts due, if any, to the APV and remit the same to the APV.

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 of Association. Association shall, subject to the limitations and reservations set forth in the Declaration and the Club Plan, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1. To perform all the duties and obligations of Association set forth in the Declaration, these Articles and the By-Laws.

7.2. To enforce, by legal action or otherwise, the provisions of the Declaration, these Articles, and the By-Laws and the rules, regulations, covenants, restrictions and/or agreements governing or binding Association and Solivita.

7.3. To operate and maintain the portion of the Surface Water Management System, if any, contained within or affecting the Community Property as required by the Declaration.

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

7.5. To pay all Association Expenses including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Community Property or other property of Association.

7.6. To do all acts and make all payments required by the Club Plan.

7.7. 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 Community Property) in connection with the functions of Association except as limited by the Declaration. Without limiting the foregoing, if Club Owner is ever willing to sell the Club, Association may purchase the same without the joinder or consent of the Owners or any other person or entity.

7.8. 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.

7.9. To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of, the Community Property to any public agency, entity, authority, utility, or other person or

entity for such purposes and subject to such conditions as it determines subject only to requirements in the Declaration, if any.

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

7.11. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions, or agreements governing Association, Solivita, the Community Property and Homes as provided in the Declaration and to effectuate all of the purposes for which Association is organized.

7.12. To have and to exercise any and all powers, rights and privileges which a non-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

7.13. To employ personnel and retain independent contractors to contract for management of Association, Solivita, the Community Property and the Club (if Association shall ever be designated the Club Manager by the Club Owner in writing pursuant to the Club Plan) as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

7.14. To contract for services to be provided to, or for the benefit of, Association, Club Owner, Owners, the Community Property, Solivita and the Club as provided in the Declaration and Club Plan such as, but not limited to, Telecommunication Services, maintenance, garbage pick-up, and utility services. The foregoing rights shall not be deemed to impose any obligation on Association to provide such services. The Board shall not approve any contract with a contingency payment without the approval of the members.

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

7.16. To enter into agreements and or contracts with the SFWMD under which Association shall perform certain maintenance, management and/or other agreed upon services for the SFWMD with respect to the Surface Water Management System.

8. Association Lawsuits. The Board shall have no duty to bring suit against any party and the Board is permitted to apply a rule of reasonableness when determining whether to bring suit against any party.

9. Voting Rights. Each Owner and Declarant shall be a Member of Association. Owners and Declarant shall have the voting rights set forth in the By-Laws.

10. Board of Directors. The affairs of Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be initially held on the date Declarant no longer has the ability to appoint Directors and thereafter at the Annual Members Meeting. Directors shall be elected for a term

expiring on the date of the next annual meeting. The names and addresses of the current members of the Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
William Cowart	900 Towne Center Drive Poinciana, Florida 34759
Anthony S. Iorio	900 Towne Center Drive Poinciana, Florida 34759
Harold Cohen	201 Alhambra Circle 12th Floor Coral Gables, Florida

11. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any Owner may petition the Circuit Court having jurisdiction over Solivita for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Community Property, 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.

12. Duration. Association shall have perpetual existence.

13. Amendments.

13.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant or Club Owner unless such amendment receives the prior written consent of Declarant or Club Owner, as applicable, which may be withheld for any reason whatsoever. No amendment shall be effective until it is recorded in the Public Records.

13.2. Amendments Prior to the Turnover Date. Prior to the Turnover Date, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to the Turnover Date, Association must first obtain Declarant's prior written consent to any proposed amendment. After receiving the Declarant's consent to the proposed amendment, an amendment identical to that approved by Declarant may be adopted by Association pursuant to the requirements for amendments from and after the Turnover Date. After approval of the amendment by the Board, Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

13.3. Amendments After the Turnover Date. After the Turnover Date, but subject to the

general restrictions on amendments set forth above, these Articles may be amended with the approval of two-thirds (66 2/3%) of the Board.

14. Limitations.

14.1. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

14.2. Rights of Declarant and Club Owner. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant and/or the Club Owner.

14.3. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the current Officers who shall serve until their successors are elected by the Board are as follows:

President:	Harold Cohen
Vice President:	Anthony S. Iorio
Secretary Treasurer:	William Cowart

16. Indemnification of Officers and Directors. Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or Officers or Declarant or Club Owner, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the

general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

18. Severability. Invalidation of any of the provisions of these Articles by judgment or court order shall in no way affect any other provision, and the remainder of these Articles shall remain in full force and effect.