

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of OR BK 5917 PG 447
7 of 25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION:

2003 JUL 11 PM 4:04

Ballantrae Highlands Homeowners Association, Inc.
(present name)

NO3000002772
(Document Number of Corporation (If known))

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

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

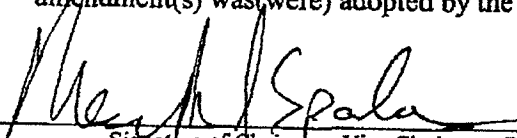
Added: Ballantrae Homeowners Association, Inc.

SECOND: The date of adoption of the amendment(s) was: July 2, 2003

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.


Signature of Chairman, Vice Chairman, President or other officer

Mark Spada
Typed or printed name

Vice Chairman July 2, 2003
Title Date

ARTICLES OF INCORPORATION
OF
BALLANTRAE HIGHLANDS
HOMEOWNERS ASSOCIATION, INC.

By these Articles of Incorporation, the undersigned incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions (the "Articles"):

ARTICLE I
NAME

The name of the corporation shall be BALLANTRAE HIGHLANDS HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II
DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III
DEFINITIONS

The term "Declaration" shall mean the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR BALLANTRAE HIGHLANDS recorded to be in the Public Records of Pasco County, Florida, and all amendments or supplements made thereto from time to time. All other capitalized words and terms used in these Articles shall have the meaning and definition as provided in the Declaration.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the Association is located at c/o M/I Homes of Tampa, LLC, 4904 Eisenhower Boulevard, Suite 150, Tampa, Florida 33634.

03 MAR 25 4:08:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED OFFICE AND AGENT

Lee E. Nelson, Esquire, whose address is 201 N. Franklin Street, Suite 2600, Tampa, Florida 33602, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the property, owned by the Association and/or subject to the Declaration and to promote the recreation, health, safety and welfare of the Owners and any other purpose under the Declaration. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, the Declaration or by law.

ARTICLE VII
DIRECTORS AND OFFICERS

The affairs of this Association shall be managed by a Board of Directors, and the affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. All matters regarding the Directors and the Officers of the Association, including numbers, election, duration, etc., shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws.

ARTICLE VIII
INDEMNIFICATION

8.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

8.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

8.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE IX
BYLAWS

The initial Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE X
INCORPORATION

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Name

Lee E. Nelson

Address

201 N. Franklin Street, Suite 2600
Tampa, Florida 33602

ARTICLE XI
NONSTOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles to be executed as of the 24th day of March, 2003.

Signed, sealed and delivered in the presence of:

Judith R. Nielsen
Print Name: JUDITH R. NIELSEN

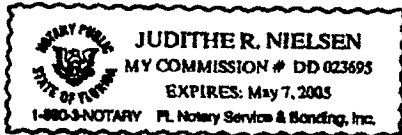
Wendy Knipp
Print Name: Wendy Knipp

Lee E. Nelson
Lee E. Nelson, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 24th day of March, 2003, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lee E. Nelson, the Incorporator described in the foregoing Articles of Incorporation. He is personally known to me.

[AFFIX NOTARIAL SEAL]

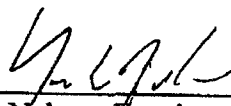


Judith R. Nielsen
Print Name: JUDITH R. NIELSEN
NOTARY PUBLIC, STATE OF FLORIDA

BALLANTRAE HIGHLANDS
HOMEOWNERS ASSOCIATION, INC.
ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Lee E. Nelson, Esquire
Registered Agent
Date: 3-24-03

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FILED
03 MAR 26 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA