

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CALLAWAY PLACE ASSOCIATION, INC.**

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on March 15, 1989.

**ARTICLE I
NAME**

The name of this corporation is:

CALLAWAY PLACE ASSOCIATION, INC., a corporation not for profit.

ARTICLE II

The purpose for which this corporation is organized is to benefit the owners of real property in each phase of a subdivision known as "Callaway Place", situate, lying and being in St. Lucie County, Florida, by providing an entity to perform services for the benefit of the property owners and to maintain and manage certain real and person property owned by the corporation or for which it is responsible. A further purpose is to provide a corporate body qualifying for membership in the Master Association known as "PGA Village Property Owners' Association, Inc." (formerly known as "The Reserve Association, Inc.") and possessing representation on the Board of Directors of such Master Association.

ARTICLE III

Members of the corporation shall be the owners of real property in ~~the phases of~~ the subdivision known as "Callaway Place", which members shall be admitted to membership automatically and without further action upon title to real property in "Callaway Place" vesting in them; provided, however, that a member who is delinquent

in the payment of any dues or assessments levied by the corporation in excess of ninety (90) days shall not be entitled to vote in the affairs on the Association until such dues or assessments are paid in full.

ARTICLE IV

The corporation shall exist perpetually.

ARTICLE V

The registered agent of the corporation and the registered office of the corporation shall be as designated by the Board of Directors from time to time.

ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors consisting of five (5) members. Members of the Board of Directors must be members of the Association and shall be elected at the annual meeting of the membership and shall serve staggered two (2) year terms. The Board shall appoint a President, Vice-President, Secretary, Treasurer and such other officers as may be provided in the By-Laws, who shall be charged with such day-to-day responsibilities as may be determined by the Board. Officers shall serve at the pleasure of the Board.

ARTICLE VII

The By-Laws of the corporation are to be made, altered and rescinded by the Board of Directors.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by a petition bearing the signature of at least 25% of the members of the corporation entitled to vote. The adoption of amendments to the Articles of Incorporation shall be by the vote of a majority of the members of the corporation entitled to vote.

WE HEREBY CERTIFY that the foregoing Amended and Restated Articles of Incorporation of Callaway Place Association, Inc. were approved by a majority of the members. Said approval occurring at the Members' Meeting held on October 10, 2018, which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this day of NOVEMBER 20, 2018.

WITNESSES AS TO PRESIDENT:

**CALLAWAY PLACE ASSOCIATION,
INC.**

Tina Gimmi
Printed Name: Tina Gimmi

By: Susan Ranew
Callaway Place, President

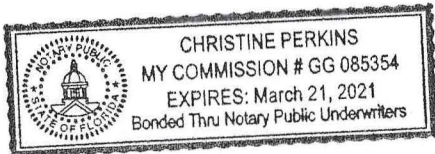
Judy Merritt
Printed Name: Judy Merritt

STATE OF FLORIDA
COUNTY OF St Lucie

The foregoing instrument was acknowledged before me on Nov 20, 2018, by Susan Ranew, as President of Callaway Place Association, Inc. who is personally known to me, or who has produced identification [Type of Identification: _____].

Notarial Seal

Christine Perkins
Notary Public



WITNESSES AS TO SECRETARY:

**CALLAWAY PLACE ASSOCIATION,
INC.**

Susan Rapew
Printed Name: Susan Rapew

By: Tina Gimm
Callaway Place, Secretary

Judy Merritt
Printed Name: Judy Merritt



STATE OF FLORIDA
COUNTY OF St Lucie

The foregoing instrument was acknowledged before me on 10020, 2018,
by Susan Tina Gimm as Secretary of Callaway Place Association, Inc. [] who is
personally known to me, or who has produced identification [Type of Identification:
Florida DL].

Notarial Seal



Christine Perkins
Notary Public