

RECORD AND RETURN TO:

Patty Soriano, Executive Assistant
 On Top of the World Communities, Inc.
 8447 SW 99th St. Rd.
 Ocala, FL 34481

This Instrument Prepared By:

Peter J. Fides, II, Esq.
 Greenberg Traurig, P.A.
 450 South Orange Avenue, 6th Floor
 Orlando, Florida 32801

KEN BURKE, CLERK OF COURT
 PINELLAS COUNTY FLORIDA
 INST# 2010087593 04/01/2010 at 12:01 PM
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 DocType:CTF RECORDING: \$137.50

**SECRETARY'S CERTIFICATE REGARDING
 AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BY-LAWS OF
 ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC.**

NOTE: THE ATTACHED DOCUMENTS APPLY TO ALL OF THE CONDOMINIUM UNITS AT ON TOP OF THE WORLD. THE DECLARATION OF CONDOMINIUM FOR EACH CONDOMINIUM OPERATED BY THE ASSOCIATION IS RECORDED IN THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

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30	B-31	4073	1457	60	B-63	7613	74	90	B-95	10513	1254
								91	B-96	9588	536

The undersigned Secretary of On Top of the World Condominium Association, Inc., a Florida not-for-profit corporation (the "Association") hereby certifies that attached as Exhibit "A" to this Secretary's Certificate and incorporated herein by this reference is a true, correct and complete copy of the **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION** which was adopted and approved by at least seventy five percent (75%) of the entire membership of the Board of Directors of the Association and by at least seventy five percent (75%) of the entire membership of the Association.

The undersigned Secretary of the Association also hereby certifies that attached as Exhibit "B" to this Secretary's Certificate and incorporated herein by this reference is a true, correct and complete copy of the **AMENDMENT TO AMENDED AND RESTATED BY-LAWS OF ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC.** which was adopted and approved by at least sixty six and two thirds percent (66-2/3%) of the entire membership of the Board of Directors of the Association and by at least sixty six and two thirds percent (66-2/3%) of the entire membership of the Association.

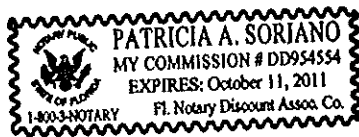
IN WITNESS WHEREOF, the undersigned Secretary has executed this Secretary's Certificate on the 18th day of March, 2010.

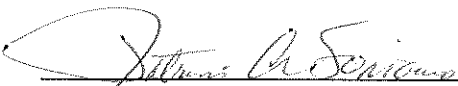

 C. Guy Woolbright, Secretary

STATE OF FLORIDA)
) ss:
 COUNTY OF MARION)

The foregoing Secretary's Certificate was acknowledged before me on this 18th day of March, 2010, by C. Guy Woolbright, as Secretary of On Top of the World Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of said corporation. He is personally known to me.

NOTARY STAMP:





 Notary Public
 Printed Name: _____

[The remainder of this page is intentionally left blank. This Certificate continues on the next page.]

I, Kenneth D. Colen, in my capacity as the Chairman of On Top of the World Condominium Association, Inc., a Florida not-for-profit corporation, do hereby certify that the signature set forth in the foregoing Secretary's Certificate is the true and genuine signature of C. Guy Woolbright, and that he is the Secretary of the Association.

IN WITNESS WHEREOF, I have executed this Secretary's Certificate on the 18th day of March, 2010.


Kenneth D. Colen, Chairman

STATE OF FLORIDA)
) ss:
COUNTY OF MARION)

The foregoing Secretary's Certificate was acknowledged before me on this 18th day of March, 2010, by Kenneth D. Colen, as Chairman of On Top of the World Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of said corporation. He is personally known to me.

NOTARY STAMP:



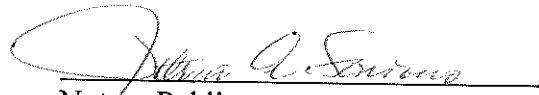

Notary Public
Printed Name: _____

EXHIBIT "A" TO SECRETARY'S CERTIFICATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC.**

[Please see attached]

State of Florida



Department of State

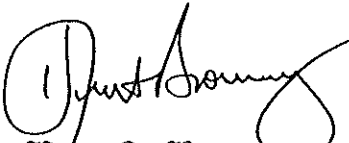
I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on March 18, 2010, for ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 738760.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-third day of March, 2010



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

CERTIFICATE REGARDING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC.

The undersigned director or officer of On Top of the World Condominium Association, Inc., a Florida not for profit corporation (the "Association"), hereby certifies, pursuant to and in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act, for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the corporation is On Top of the World Condominium Association, Inc.
2. Attached as Exhibit "A" to this Certificate are the Amended and Restated Articles of Incorporation (the "Restated Articles") of the Association.
3. The Restated Articles include amendments to the Association's Articles of Incorporation which required membership approval. The Restated Articles were adopted and approved by the Association's members on March 11, 2010. The number of votes cast were sufficient for approval in the manner prescribed by the Articles of Incorporation and the Florida Not for Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned director or officer has executed this Certificate on March 11, 2010.

**ON TOP OF THE WORLD CONDOMINIUM
ASSOCIATION, INC.,** a Florida not for profit
corporation

By: 
Kenneth D. Colen, as its Chairman

10 MAR 18 PM 3:50
RECEIVED
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EXHIBIT "A" TO CERTIFICATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC., A FLORIDA
CORPORATION NOT FOR PROFIT**

NOTE: THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION APPLY TO ALL OF THE CONDOMINIUM UNITS AT ON TOP OF THE WORLD. THE DECLARATION OF CONDOMINIUM FOR EACH CONDOMINIUM OPERATED BY THE ASSOCIATION IS RECORDED IN THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

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ARTICLE I
NAME

The name of this corporation is **ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC.** (the "Association").

ARTICLE II
OFFICE

The principal office of the Association shall be at 2069 World Parkway Boulevard, Clearwater, Florida 33763, or at such other place as may be subsequently designated by the Board of Administration. The mailing address of the Association shall be at 2069 World Parkway Boulevard, Clearwater, Florida 33763, or at such other place as may be subsequently designated by the Board of Administration.

ARTICLE III
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of those certain condominiums as described in the Declarations of Condominium listed on the first page of these Amended and Restated Articles of Incorporation.

ARTICLE IV
GOVERNING BOARD

The property, business and affairs of the Association shall be managed by a board (the "Board of Administration") consisting of the number of directors determined in the manner provided by the By-Laws. Directors of the Association shall be elected in the manner determined by and subject to the qualifications set forth in the By-Laws.

ARTICLE V
55 AND OVER COMMUNITY

On Top of the World has been designated as housing for persons who are fifty five (55) years of age or older. At least eighty percent (80%) of the units in On Top of the World must be occupied by at least one person who is fifty five (55) years of age or older. In order to ensure that On Top of the World qualifies as housing for persons 55 years of age or older under the Federal Fair Housing Act (42 U.S.C. 3601, et seq.), satisfies the occupancy and age verification requirements of Rule 100.307 of the U.S. Department of Housing and Urban Development (24 C.F.R. 100.307), and complies with the requirements of the Florida Fair Housing Act (Chapter 760, Florida Statutes) and the rules and regulations of the Florida Commission on Human Relations, a survey of the residents of On Top of the World will be conducted and updated by the Association as and to the extent required by applicable law. Each owner shall cooperate with the Association in its efforts to comply with the requirements of the abovementioned acts and rules and regulations, and with all other applicable laws. Such cooperation shall include (but shall not be limited to) providing to the Association, within 10 days after written request, such information (such as but not limited to

identification of whether at least one resident of the unit is fifty five (55) years of age or older and the current age or date of birth of such person) and signed surveys, sworn affidavits, certifications and other reliable, legally sufficient documentation as may be required from time to time by the Association. No child under the age of seventeen (17) years shall be allowed to reside in any unit. A unit owner who owns and occupies his or her own unit may permit one (1) minor only to reside in the unit with him or her, but only if the minor is at least seventeen (17) years of age and a member of that owner's family. The minimum age requirement set forth in the preceding two sentences shall not apply to those residents of On Top of the World who are at least fourteen (14) years of age on June 24, 2004. The test for residency by minors shall be either (a) residency in any unit for any period exceeding one (1) month, accompanied by enrollment in a public or private school or institution located within Pinellas County, Florida, or (b) residency in any unit for a cumulative period of six (6) months or longer. The Association shall have the authority to make any additional capital improvements upon the common elements necessary to provide facilities or services specifically designed to meet the requirements of the Fair Housing Act, as amended, the Americans With Disabilities Act and other applicable laws.

ARTICLE VI INDEMNIFICATION

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 or her in connection with any proceeding which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the Association, or in any settlement thereof, whether or not he or she is a director or officer at the time such expenses are incurred, provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Administration approves such settlement and reimbursement as being for the best interests 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.

ARTICLE VII AMENDMENT

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

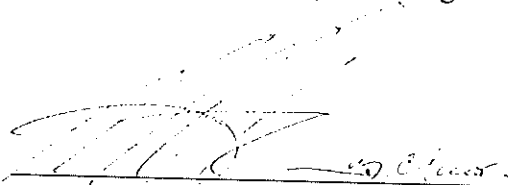
1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution approving a proposed amendment may be proposed by either the Board of Administration or by the members of the Association.
3. Approval of an amendment must be by not less than a majority of the entire membership of the Board of Administration and by not less than a majority of the votes of the entire membership of the Association.
4. No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members.

5. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Pinellas County, Florida.

ARTICLE VIII
REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The street address of the Association's registered office is c/o Devito & Colen, 7243 Bryan Dairy Road, Largo, Florida 33777, and the name of its initial registered agent at such office is Gerald R. Colen, Esq.

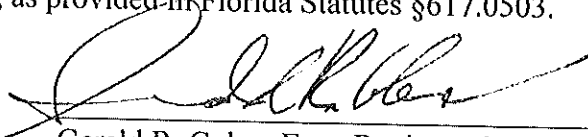
DATED: March 11, 2010



Kenneth D. Colen, Chairman

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0503.



Gerald R. Colen, Esq., Registered Agent

Date: March 11, 2010

EXHIBIT "B" TO SECRETARY'S CERTIFICATE

**AMENDMENT TO AMENDED AND RESTATED BY-LAWS OF
ON TOP OF THE WORLD CONDOMINIUM ASSOCIATION, INC.**

NOTE: THIS AMENDMENT TO AMENDED AND RESTATED BY-LAWS APPLIES TO ALL OF THE CONDOMINIUM UNITS AT ON TOP OF THE WORLD. THE DECLARATION OF CONDOMINIUM FOR EACH CONDOMINIUM OPERATED BY THE ASSOCIATION IS RECORDED IN THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

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The Amended and Restated By-Laws of On Top of the World Condominium Association, Inc. are hereby amended as follows:

1. Election of Directors. Section 2 of Article III of the Amended and Restated By-Laws is hereby amended to read as follows:

“SECTION 2. Election of Directors. The election of Directors shall be conducted in the following manner:

The members of the Board of Administration shall be elected by written ballot or voting machine on the date of the annual meeting of unit owners. Elections shall be decided by a plurality of those ballots cast. A regular or general election shall occur regardless of whether a quorum is present. Notwithstanding the provisions of this Section 2, an election and balloting are not required unless more candidates file notices of intent to run or are nominated than vacancies exist on the Board. Not less than sixty (60) days before a scheduled election, the Association shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, to each unit owner entitled to vote, a first notice of the date of the election. Any unit owner or other eligible person desiring to be a candidate for the Board of Administration must give written notice to the Association not less than forty (40) days before a scheduled election. Any unit owner or other eligible person may nominate himself or may nominate another unit owner or eligible person, if he has permission in writing to nominate the other person. The Association shall mail or deliver a second notice of the election to all unit owners entitled to vote therein in accordance with applicable law.”

2. Quorum. Section 2(E) of Article VII of the Amended and Restated By-Laws is hereby amended to read as follows:

“(E) Quorum - The owners of twenty percent (20%) of the units, present either in person or by proxy, shall constitute a quorum, and decisions shall then be made by owners of a majority of the units represented at a meeting at which a quorum of the owners of units are present in person or by proxy; provided, however, that to the extent special quorum requirements are established either in these By-Laws or by applicable law or regulation for particular Member votes, such provisions shall apply.

Nothing herein shall mean that more than one (1) owner of any one condominium parcel shall be counted in determining the presence of a quorum, and no more than one (1) vote can be cast on behalf of any one condominium parcel. In the case of any condominium parcel owned by more than one person or entity, or owned by a corporation or other entity, the presence of any owner or representative of

such owner of such condominium parcel at any meeting shall not be counted in determining the presence of a quorum nor shall the vote of any such owner be counted if the certificate required by Section 1 hereof has not been duly filed with the Secretary of the Association.”

3. Proxies. Section 2(G) of Article III of the Amended and Restated By-Laws is hereby amended to read as follows:

“(G) Proxies - Votes may be cast by proxy; provided, however, that proxies shall be valid only for the particular meeting designated therein and any lawfully adjourned meetings thereof and must be filed with the Secretary of the Association. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the Member executing it by filing with the Secretary of the Association a written revocation prior to the date of the meeting in which the proxy shall be used. Limited proxies and general proxies may be used to establish a quorum. Limited proxies shall be used for votes taken to waive or reduce reserves; for votes taken to waive financial statement requirements; for votes taken to amend the Declarations of Condominium; for votes taken to amend the articles of incorporation or by-laws; and for any other matter for which a vote of unit owners is permitted or required under law or pursuant to these By-laws. General proxies may be used for other matters for which limited proxies are not required, and may also be used in voting for nonsubstantive changes to items for which a limited proxy is required and given.”

4. Amendments to the By-Laws. Section 2(F) of Article VII of the Amended and Restated By-Laws is hereby amended to read as follows:

“(F) Amendments to the By-Laws -

1. A resolution approving a proposed amendment may be proposed by either the Board of Administration or by request of ten percent (10%) of the Members of the Association. Directors and Members not present in person or by proxy at a meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary of the Association.

2. Approval of an amendment must be by not less than a majority of the entire membership of the Board of Administration and by not less than a majority of the entire membership of the Association voting in person or by limited proxy at a meeting at which the proposed amendment is being considered.

3. No By-Law shall be revised or amended by reference to its title or number only. Proposals to amend existing By-Laws shall contain the full text of the By-Laws to be

amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of By-Law. See By-Law _____ for former text." Nonmaterial errors or omissions in the amendment process shall not invalidate an otherwise properly promulgated amendment.

4. Notice of the subject matter of a proposed amendment to the By-Laws shall be included in the notice of any meeting at which the proposed amendment is to be considered.

5. Any amendment to the By-Laws may be proposed and adopted without a meeting of the Members provided the requisite number of Members agree in writing thereto."

5. 55 and Older Community. A new Article XI is added to the Amended and Restated By-Laws which reads as follows:

"ARTICLE XI 55 AND OLDER COMMUNITY

On Top of the World has been designated as housing for persons who are fifty five (55) years of age or older. At least eighty percent (80%) of the units in On Top of the World must be occupied by at least one person who is fifty five (55) years of age or older. In order to ensure that On Top of the World qualifies as housing for persons 55 years of age or older under the Federal Fair Housing Act (42 U.S.C. 3601, et seq.), satisfies the occupancy and age verification requirements of Rule 100.307 of the U.S. Department of Housing and Urban Development (24 C.F.R. 100.307), and complies with the requirements of the Florida Fair Housing Act (Chapter 760, Florida Statutes) and the rules and regulations of the Florida Commission on Human Relations, a survey of the residents of On Top of the World will be conducted and updated by the Association as and to the extent required by applicable law. Each owner shall cooperate with the Association in its efforts to comply with the requirements of the abovementioned acts and rules and regulations, and with all other applicable laws. Such cooperation shall include (but shall not be limited to) providing to the Association, within 10 days after written request, such information (such as but not limited to identification of whether at least one resident of the unit is fifty five (55) years of age or older and the current age or date of birth of such person) and signed surveys, sworn affidavits, certifications and other reliable, legally sufficient documentation as may be required from time to time by the Association. No child under the age of seventeen (17) years shall be allowed to reside

in any unit. A unit owner who owns and occupies his or her own unit may permit one (1) minor only to reside in the unit with him or her, but only if the minor is at least seventeen (17) years of age and a member of that owner's family. The minimum age requirement set forth in the preceding two sentences shall not apply to those residents of On Top of the World who are at least fourteen (14) years of age on June 24, 2004. The test for residency by minors shall be either (a) residency in any unit for any period exceeding one (1) month, accompanied by enrollment in a public or private school or institution located within Pinellas County, Florida, or (b) residency in any unit for a cumulative period of six (6) months or longer. The Association shall have the authority to make any additional capital improvements upon the common elements necessary to provide facilities or services specifically designed to meet the requirements of the Fair Housing Act, as amended, the Americans With Disabilities Act and other applicable laws."

6. Effective Date. This amendment is effective upon approval by at least sixty-six and two-thirds percent (66-2/3%) of the votes of the entire membership of the Association.