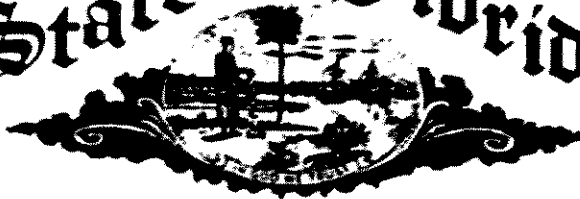


EXHIBIT B

ARTICLES OF INCORPORATION

State of Florida



Department of State

I certify from the records of this office that HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on May 14, 1998.

The document number of this corporation is N98000002765.

I further certify that said corporation has paid all fees due this office through December 31, 2003, that its most recent annual report/uniform business report was filed on April 22, 2003, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 703A00039341-063003-N98000002765-1/1, noted below.

Authentication Code: 703A00039341-063003-N98000002765-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirtieth day of June, 2003

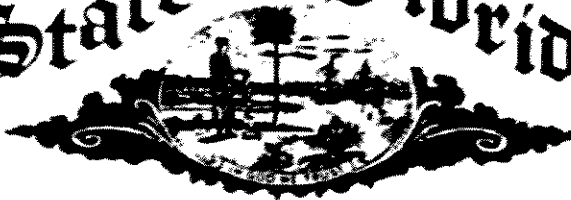


Glenda E. Hood
Glenda E. Hood
Secretary of State

OR BK 12817 PG 1802

334 93

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 June 27, 2003, for HERITAGE HARBOR GOLF & COUNTRY CLUB 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 H03000222019. 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 N98000002765.

Authentication Code: 703A00039341-063003-N98000002765-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirtieth day of June, 2003



Glenda E. Hood
Glenda E. Hood
Secretary of State

OR BK 12817 PG 1803

34 of 93



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 30, 2003

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATI
10033 NINTH STREET NORTH
ST. PETERSBURG, FL 33716-3804

Re: Document Number N98000002765

The Amended and Restated Articles of Incorporation for HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC., a Florida corporation, were filed on June 27, 2003.

The certification you requested is enclosed. To be official, the certificate for a certified copy must be attached to the original document that was electronically submitted under FAX audit number H03000222019.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Darlene Connell
Document Specialist
Division of Corporations

Letter Number: 703A00039341

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

35493

ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HERITAGE HARBOR GOLF & COUNTRY
CLUB 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 Articles of Incorporation of Heritage Harbor Golf & Country Club
Community Association, Inc. filed with the Florida Secretary of State on
May 14, 1998 are hereby replaced in their entirety by the Amended and
Restated Articles of Incorporation of Heritage Harbor Golf & Country
Club Community Association, Inc., attached hereto and made a part
hereof.

SECOND: The date of adoption of the amendment was JUNE 2, 2003.

THIRD: Adoption of Amendment (CHECK ONE)

The Amendment was adopted by the members and the number of
votes cast for the Amendment was sufficient for approval.

There are no members entitled to vote on this amendment.

Betty D. Valenti
Signature of Chairman, Vice Chairman, President or other officer

Betty D. Valenti
Typed or printed name

Director and President June 26, 2003
Title Date

MAA109780.1

(((H03000222019 9)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HERITAGE HARBOR GOLF & COUNTRY CLUB
COMMUNITY ASSOCIATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HERITAGE HARBOR GOLF & COUNTRY CLUB
COMMUNITY ASSOCIATION, INC.**

In compliance with the requirements of the laws of the State of Florida, the following are the Amended and Restated Articles of Incorporation of Heritage Harbor Golf & Country Club Community Association, Inc. which replace entirely all prior Articles of such corporation:

ARTICLE I - NAME

The name of this corporation is Heritage Harbor Golf & Country Club Community Association, Inc. ("Association").

ARTICLE II - DEFINITIONS

All initially capitalized terms used in these Articles of Incorporation shall have the same meanings assigned to such terms in the Amended and Restated Declaration for Heritage Harbor (as amended and modified, the "Declaration").

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Association is located at c/o Lennar Homes, Inc., North Florida Land Development Division, 4902 Eisenhower Boulevard, Suite 380, Tampa, Florida 33634, which office may be changed from time to time by action of the Board of Directors.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The registered agent and office of Association shall be Patricia Kimball Fletcher, P.A., 200 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

ARTICLE V - PURPOSE AND POWERS OF ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. Its specific purposes are to promote the health, safety, and general welfare of the residents within Heritage Harbor. The purposes of this Association shall include, without limitation of the foregoing, the architectural control of the Lots and Common Areas within Heritage Harbor, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

- (1) exercise all of the powers and privileges, and to perform all of the duties and obligations of Association as set forth in the Declaration as the same may be amended from time to time as therein provided;
- (2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association including, without limitation, all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;
- (3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;
- (4) borrow money, and upon two-thirds (2/3) vote of the Voting Interests of Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(6) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of the Voting Interests of Association; notwithstanding the foregoing, if Declarant reasonably determines that any or all of the Facilities Associations should be merged with Association, Association is irrevocably bound to accept such merger and sign all documentation reasonably necessary to accomplish the same;

(7) adopt, alter, amend, and rescind reasonable Rules and Regulations from time to time, which Rules and Regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(8) contract for the maintenance and management of Heritage Harbor and to authorize a management agent to assist Association in carrying out Association's powers and duties under the Declaration;

(9) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

(10) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

ARTICLE VI - MEMBERSHIP AND VOTING RIGHTS

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in Association shall be regulated by the Declaration and the Bylaws of Association.

C. The share of an Owner in the funds and assets of Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Owner's Lot.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. After the Turnover Date, Directors shall be members of Association. The names and addresses of the persons who are currently to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Betty D. Valenti	4902 Eisenhower Boulevard, Suite 380 Tampa, FL 33634
Adam Harden	311 Park Place Boulevard, Suite 600 Clearwater, FL 34619
Gregory Tamborello	19204 Seamist Lane Lutz, FL 33558

The foregoing Board of Directors herein designated shall serve until the Turnover Date. Thereafter, the members shall elect a minimum of three (3) directors but not more than nine (9) as determined by the Board of Directors. The Board of Directors elected on the Turnover Date shall have five (5) members. On the Turnover Date, the Board of Directors shall be elected for staggered terms; the two (2) Board members receiving the greatest number of votes shall serve for three (3) years; the two (2) Board members receiving the next largest number of votes shall serve for two (2) years and the remaining Board member shall serve a term of one (1) year. Ties shall be resolved by a coin toss. Thereafter, directors shall be elected for three (3) years. Until the Turnover Date, any member of the Board of Directors may be removed, with or without cause, but only by Declarant, and any vacancies occurring on the Board of Directors shall only be filled by appointment by Declarant.

ARTICLE VIII - OFFICERS

Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. After the Turnover Date, Officers must be members of Association.

ARTICLE IX - DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the Voting Interests of Association. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association, including but not limited to any Surface Water Management System, 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X - BYLAWS

The Amended and Restated Bylaws of this Association may be amended, altered or rescinded in the manner provided by the Amended and Restated Bylaws.

ARTICLE XI - AMENDMENT OF ARTICLES

A. Prior to the Turnover Date, Declarant shall have the right to amend these Articles of Incorporation as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section is limited to correction of errors and points of clarification.

B. After the Turnover Date, these Articles of Incorporation may be amended, from time to time, as follows:

(1) The Board may unilaterally amend these Articles to provide mechanism permitting the Board of Supervisors of the CDD to be Board of Directors, provided such mechanism is approved in writing by both the general counsel of the CDD and the Association.

(2) If the Board of Directors wish to amend these Articles of Incorporation, the Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual meeting or special meeting of members entitled to vote on the proposed amendment.

(3) Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote.

(4) The proposed amendment must be adopted by a majority of the members entitled to vote present at the meeting either in person or by proxy.

or

(5) Members entitled to vote on proposed amendments to the Articles may amend the Articles without action by the Directors at a meeting for which notice of the changes to be made is given and a majority of the members present at such meeting where a quorum is present vote in favor of such amendment.

C. Any number of amendments may be submitted and voted upon at any one meeting.

D. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

ARTICLE XII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

OR BK 12817 PG 1811

Acceptance of Registered Agent

OR BK 12817 PG 1812

Having been named to accept service of process for HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 26th day of JUNE, 2003.

PATRICIA KIMBALL FLETCHER, P.A.

By: Patricia K Fletcher
Patricia Kimball Fletcher, Esq., as President

Registered Office:

200 South Biscayne Boulevard
Suite 3400
Miami, Florida 33131

Principal Corporation Office:

c/o Lennar Homes, Inc.
North Florida Land Development Division
4902 Eisenhower Boulevard, Suite 380
Tampa, Florida 33634