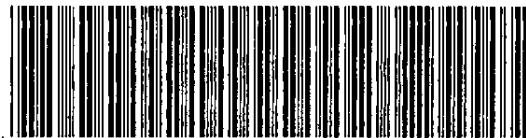


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Clearwater, Florida 33759
Phone: (727) 712-4000 Fax: (727) 796-1484

ADMINISTRATIVE OFFICE
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BP@BECKER-POLIAKOFF.COM

April 26, 2011

Reply To:
Tampa Bay
Ellen Hirsch de Haan, J.D.
Direct dial: (727) 712-4000
EdeHaan@becker-poliakoff.com

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation
Bayway Isles - Point Brittany Three Corporation, Inc.
Document No. 716921

FLORIDA OFFICES

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Dear Sir or Madam:

Enclosed please find Amended Articles of Incorporation for filing, along with a check for \$35.00. Please return a file-stamped copy to me in the attached self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,

Ellen Hirsch de Haan, J.D.
For the Firm

EHD/cbt

Encs.

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* by appointment only

**AMENDED ARTICLES OF INCORPORATION OF
BAYWAY ISLES – POINT BRITTANY THREE CORPORATION, INC.
Document No. 716921**

Pursuant to the provisions of section 617.1006 and 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the attached Amended Articles of Incorporation.

The Amended Articles of Incorporation were adopted by the members and the number of votes cast was sufficient for approval.

The date of the adoption of the Amended Articles of Incorporation was: April 1, 2011.

(SEAL)

BAYWAY ISLES – POINT BRITTANY
THREE CORPORATION, INC.

BY: Walter Huff
Walter Huff, President

DATED 4/20, 2011

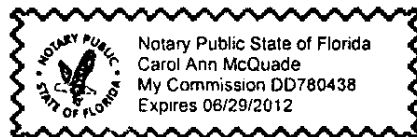
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Walter Huff, to me known to be the President of Bayway Isles – Point Brittany Three Corporation, Inc. Association, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such authorized agent, under authority vested in him by said corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 20th day of April, 2011.

Carol Ann McQuade
Notary Public
Printed Name: Carol Ann McQuade

My commission expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY -2 PM 3:47

EXHIBIT G
TO
THE AMENDED AND RESTATED DECLARATION OF CONDOMINIUM OF
BAYWAY ISLES - POINT BRITTANY THREE
A CONDOMINIUM, PINELLAS COUNTY, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAYWAY ISLES - POINT BRITTANY THREE CORPORATION, INC.
A CORPORATION NOT FOR PROFIT

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EXHIBIT G
TO
THE AMENDED AND RESTATED DECLARATION OF CONDOMINIUM OF
BAYWAY ISLES - POINT BRITTANY THREE
A CONDOMINIUM, PINELLAS COUNTY, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAYWAY ISLES - POINT BRITTANY THREE CORPORATION, INC.
A CORPORATION NOT FOR PROFIT

1. Name and Place of Business The name of the Corporation is BAYWAY - ISLES POINT BRITTANY THREE CORPORATION, INC., hereafter referred to as the "Corporation". The place of business shall be 5800 54th Avenue South, St. Petersburg, FL 33715.
2. Organization and Purpose The Corporation is organized as a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes and is a Condominium Association as referred to and authorized by Section 711.2 of the Florida Statutes. The purpose for which the Corporation is organized is to provide an entity responsible for the operation of a condominium in Pinellas County, Florida known as BAYWAY ISLES - POINT BRITTANY THREE, a condominium. Said condominium is herein called the "Condominium" and the Amended and Restated Declaration of Condominium whereby the same was created, as amended, is herein called the "Declaration".
3. Definitions
 - .1 Unit Unit means unit as defined in the Condominium Act.
 - .2 Unit Owner Unit Owner means unit owner as defined by the Condominium Act.
 - .3 Association Association means the Corporation.
 - .3 By-Laws By-Laws means the By-Laws of the Corporation, that is the Association.
 - .4 Condominium Act Condominium Act means Chapter 711 of Florida Statutes, as amended from time to time.
4. Qualification of Members The members of the Corporation shall constitute all of the record Unit Owners. After receiving the approval of the Corporation, as required by the provisions of the Declaration, change of membership in the Corporation shall be established by recording in the Public Records of Pinellas County, Florida a deed or other instrument establishing record title to a Unit. The record title owner or grantee by such instrument thereby becomes a member of the Corporation and the membership of the prior owner of the Unit is thereby terminated. The establishment of voting rights of a member is set out in the By-Laws.
5. Term The existence of the Corporation shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration and in the event of such termination, the Corporation shall be dissolved in accordance with law.

6. Names and Residences of Subscribers The names and residences of the subscribers to these Articles of Incorporation are:

STANLEY H. SPIELER	2945 S. Miami Avenue Miami, Florida
MARY JANE BAUER	641 N. E. 142 Street North Miami, Florida
MOIE J. L. TENDRICH	6151 Twin Lakes Drive South Miami, Florida

7. Directors and Officers The affairs of the Association shall be managed by its Board of Directors. The officers of the Association shall be a President, Vice President, Treasurer and Secretary which officers shall be elected annually by the Board of Directors.

8. Board of Directors The board of Directors shall consist of up to seven (7) Unit Owners or designated voting representatives qualified and elected in the manner set forth in the By-Laws.

9. By-Laws The By-Laws shall be enacted and amended by the Board of Directors. Such By-Laws and amendments shall be effective until the next meeting of members at which time they shall require the approval of a majority of the members present in person or by proxy when a quorum is present in person or by proxy.

10. Powers

The Corporation shall have all of the following powers:

.1 Section 617.021 All of the powers set forth and described in Section 617.021 of the Florida Statutes not repugnant to any of the provisions of the Condominium Act.

.2 Condominium Act All of the powers of an condominium association set forth in the Condominium Act.

.3 Declaration All the powers set forth in the Declaration.

.4 Acquisition of Property To acquire and enter into agreements whereby it acquires fee simple title in the Association's name individually or as tenant in common to real property and improvements thereon, and personal property, leaseholds, memberships, and other possessory or use interest in lands or facilities, including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation, or other use or benefit of the Unit Owners.

.5 Acquisition of Units To acquire Units by purchase or otherwise pursuant to the provisions of the Declaration.

.6 Operations To operate and manage the Condominium in accordance with the sense, meaning , direction, purpose and intent of the Declaration, as the same may be amended from time to time, and to otherwise perform, fulfill and exercise the powers, privileges options, rights, duties, obligations, and responsibilities entrusted to or delegated to it by the Declaration.

.7 Delegation of Powers To contract with a third party for the administration, management and operation of the Condominium and to delegate to the contractor all powers and duties of the Corporation except those that are specifically required by the Declaration or these Articles of Incorporation to have the approval of the membership or the Board of Directors of the Corporation.

11. Amendment These Articles of Incorporation may be amended only in accordance with the provisions of the Declaration.

We, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof we have hereunto set our hands and seals this 15th day of July , 1969.

WITNESSES:

|S|

|S|

|S| (SEAL)
STANLEY H. SPIELER

|S| (SEAL)
MARY JANE BAUER

|S| (SEAL)
MOIE J. L. TENDRICH

STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared STANLEY H. SPIELER, MARY JANE BAUER, and MOIE J. L. TENDRICH, well known to me, who upon oath acknowledged before me that they executed the above and foregoing Articles for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at said County and State this 15th day of July , 1969.

" Mary E Willis"
Notary Public, State of Florida

My commission expires : 4/19/70