

718170

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE BATH CLUB, INC.
(Document Number 718170)**

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Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - Name

The name of the corporation is **THE BATH CLUB, INC.** (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

Registered Agents of Florida, LLC
100 Southeast Second Street, Suite 2900
Miami, Florida 33131

ARTICLE IV - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

5937 Collins Avenue
Miami Beach, FL 33140

ARTICLE V - Directors and Officers

The names and addresses of officers and directors of the Corporation are as follows:

A. Directors

<u>Name</u>	<u>Address</u>
R. Donahue Peebles	5937 Collins Avenue Miami Beach, FL 33140
Katrina L. Peebles	5937 Collins Avenue Miami Beach, FL 33140
Eladio Izquierdo	5937 Collins Avenue Miami Beach, FL 33140

B. Officers

<u>Title:</u>	<u>Name</u>	<u>Address</u>
Chairman	R. Donahue Peebles	5937 Collins Avenue Miami Beach, FL 33140
President	Katrina L. Peebles	5937 Collins Avenue Miami Beach, FL 33140
Treasurer & Secretary	Eladio Izquierdo	5937 Collins Avenue Miami Beach, FL 33140

ARTICLE VI - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE VII - Director-Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or votes of such interested director; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE IX - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE X - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The sole member of the Corporation was entitled to vote on the amendments contained in herein. These Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

The undersigned has executed these Amended and Restated Articles of Incorporation this 31st day of May, 2012.

By: _____



R. Donblin Peables, Director

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.001, Florida Statutes, the following is submitted:


That **THE BATH CLUB, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Amended and Restated Articles of Incorporation, at 100 Southeast Second Street, Suite 2900, Miami, Florida 33131, has named **REGISTERED AGENTS OF FLORIDA, LLC** as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **THE BATH CLUB, INC.** at the place designated in the Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 617.0504, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated: May 31, 2012.

REGISTERED AGENTS OF FLORIDA, LLC

By: 
Name: Howard J. Vogel
Title: Vice President