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ARTHUR K. KNUDSEN, JR.
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PLEASE REPLY TO:
FORT MYERS OFFICE

749713

April 22, 1998

Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

400002500394--4
-04/24/98--01124--001
***122.50 ***122.50

Re: Amended and Restated Articles of Incorporation of Tarpon Beach Condominium Association, Inc.

Gentlemen:

Enclosed please find the original and a copy of the Amended and Restated Articles of Incorporation for the above captioned corporation, together with a check in the amount of \$122.50 to cover the filing fees and a certified copy of the Articles.

I will appreciate your returning the certified copy at your early convenience.

Cordially,



Richard D. DeBoest

RDD/ymg
Enclosure

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98 APR 24 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
LFT
4-29-98

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TARPON BEACH CONDOMINIUM ASSOCIATION, INC.

These are the Amended and Restated Articles of Incorporation of **Tarpon Beach Condominium Association, Inc.** originally filed with the Florida Department of State on November 7, 1979, under Document #749713. Amendments included have been adopted pursuant to F.S. 617.1007. There is no discrepancy between the Articles of Incorporation as heretofore amended and these Restated Articles other than the inclusion of these amendments and the omission of matters of historical interest.

ARTICLE I

The name of this corporation is

TARPON BEACH CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

PURPOSES AND POWERS:

The purpose for which this corporation is organized is to act as the governing association of Tarpon Beach, A Condominium, located in Sanibel, Lee County, Florida. It shall have all of the powers permitted to a not-for-profit Florida Corporation together with those set forth in the Condominium Act and the Declaration of Condominium and the Bylaws. The Association's principal address is in care of Caretaker Management, Post Office Box 100, Sanibel, Florida 33957.

ARTICLE III

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION:

The qualification of members and the manner of their admission shall be as follows: Any approved person or persons who hold title in fee simple to a Condominium unit in the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Condominium shall by virtue of such ownership be a member of this corporation. Provided however, that transfer of membership shall be made only as a part of and incident to the transfer of ownership of a condominium unit with such transfers being subject to and controlled by the transfer procedures set forth in the Declaration of Condominium. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument establishing record title to a unit in the condominium and the delivery of a certified copy of the recorded instrument to the Association at the time of taking occupancy. The owner designated by such instrument thereby becomes a member of the Association.

ARTICLE IV

TERM OF EXISTENCE:

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes Chapter 617, as amended.

ARTICLE V

DIRECTORS AND OFFICERS:

The affairs of this Corporation shall be managed by a governing Board of three or five Directors who shall be members of the Association or the spouses of members and who shall be elected at the time and place the Annual Meeting of the Corporation is scheduled to occur, regardless of whether a quorum is present, as provided for in the Bylaws. The officers shall be: a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other assistant officers as the Directors shall decide. They shall be elected by and from the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as are provided by the Bylaws of the Corporation.

ARTICLE VI

BYLAWS:

The Bylaws of this Corporation may be made, altered, amended or repealed by two-thirds of the members' voting interests as provided for in the Bylaws.

ARTICLE VII

AMENDMENT OF ARTICLES OF INCORPORATION:

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

An Amendment may be proposed by either the Board of Directors or by twenty-five percent of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the Bylaws, which includes a notice of the substance of the proposed Amendment, or by written agreement as provided for in the Declaration.

The Amendment must be approved by a majority of the members' voting interests.

These Amended and Restated Articles of Incorporation were duly adopted by the required percentage of the membership, which was a sufficient number for approval, on

January 19, 1998.

Signed this 13th day of April, A.D. 1998.

TARPON BEACH CONDOMINIUM
ASSOCIATION, INC.

By: [Signature]

President

By: [Signature]

Secretary

STATE OF FLORIDA

COUNTY OF LEE

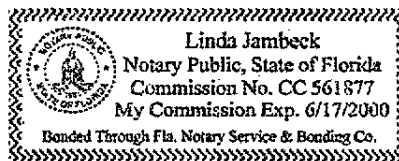
The foregoing instrument was acknowledged before me this 14th day of April, 1998, by Irvn Stein, President of TARPON BEACH CONDOMINIUM ASSOCIATION, INC., who is personally known to me or has produced personally known as identification.

NOTARY PUBLIC:

Sign: Linda Jambeck

Print: Linda Jambeck
STATE OF FLORIDA AT LARGE (SEAL)

My Commission Expires:



STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 14th day of April, 1998, by Ronald Motary, Secretary of TARPON BEACH CONDOMINIUM ASSOCIATION, INC., who is personally known to me or has produced personally known as identification.

NOTARY PUBLIC:

Sign: Linda Jambeck

Print: Linda Jambeck
STATE OF FLORIDA AT LARGE (SEAL)

My Commission Expires:

