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VENETIAN ESTATES, INC.

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MAY 25 2012

5/11/2012

Restated

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SUBSTANTIAL REWORDING OF ENTIRE ARTICLES OF INCORPORATION, FOR PRIOR VERSION, SEE EXHIBIT "C" TO THE DECLARATION OF CONDOMINIUM OF VENETIAN ESTATES, INC. RECORDED IN OFFICIAL RECORDS BOOK 914, PAGES 381-402, OF THE PUBLIC RECORDS OF COLLIER COUNTY, FLORIDA.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

VENETIAN ESTATES, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida not for profit corporation hereby amends and restates its Articles of Incorporation as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be Venetian Estates, Inc. whose address is 4200 Gulf Shore Boulevard North, Naples, FL 34103. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

DURATION

The duration of the Association shall be perpetual.

ARTICLE III

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes for the operation of that certain condominium located in Collier County, Florida and known as Venetian Estates, a Condominium. The Association shall have all corporate powers as provided by Chapters 617 and 718 of the Florida Statutes.

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ARTICLE IV

MEMBERS

The members of the Association shall be the record owners of legal title to the condominium units in Venetian Estates, a condominium.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the current registered office of this Association is 4001 Tamiami Trail North, Suite 250, Naples, FL 34103, and the name of the registered agent of this Association at that address is Clinton Neil Gregory.

ARTICLE VI

BOARD OF DIRECTORS

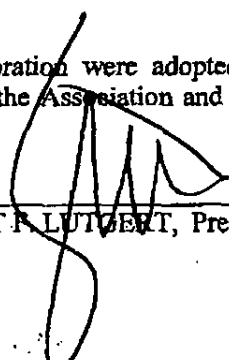
The number of persons constituting the Board of Directors is three. The manner of their appointment shall be as stated in the bylaws of the Association.

ARTICLE VII

INDEMNIFICATION

To the extent permitted under Florida Statutes, 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 in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors 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.

These Amended and Restated Articles of Incorporation were adopted the 10 day of May, 2012 by all of the members of the Association and the number of votes cast for the amendments were sufficient for approval.



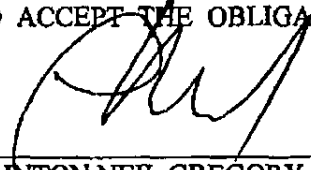
SCOTT R. LUTTBERT, President

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT FOR VENETIAN ESTATES, INC., I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THE POSITION OF REGISTERED AGENT.



CLINTON NEIL GREGORY

DATE: May 11, 2012

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