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10 OCT -7 AM 8:40

Amended/Restated
@ 10/8/10

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Sand Castle Beach Club Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 24th day of June 1995.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

SAND CASTLE BEACH CLUB
ASSOCIATION, INC.

10 OCT - 7 AM 8:40

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Adam Cowles
Signature
Adam Cowles
Printed Name

BY: Joseph Kosinski
Joseph Kosinski, President
Date: 9-1-10

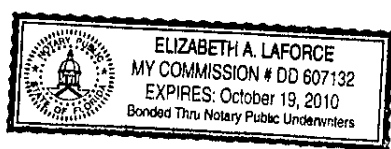
Bethina Rae Korte
Signature
Bethina Rae Korte
Printed Name

ATTEST: Bernard Korte
Bernard Korte, Secretary
Date: 9-5-10

(CORPORATE SEAL)

STATE OF FL)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 1 day of September 2010, by Joseph Kosinski as President of Sand Castle Beach Club Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) DRIVERS LICENSE as identification.



Elizabeth A. LaForce
Notary Public
Elizabeth A. LaForce
Printed Name

My commission expires: 10-19-2010

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SAND CASTLE BEACH CLUB ASSOCIATION, INC.

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[NOTE: SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION]

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SAND CASTLE BEACH CLUB ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Sand Castle Beach Club Association, Inc., a Florida corporation not for profit, originally filed on August 17, 1981, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1007 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Sand Castle Beach Club Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME

The name of this corporation is: Sand Castle Beach Club Association, Inc., and its address is 905 Estero Boulevard, Fort Myers Beach, Florida 33931.

ARTICLE II

PURPOSES

The purpose for which this corporation is organized is to provide an entity for the maintenance, operation, and management of Sand Castle Beach Club, located in Lee County, Florida, pursuant to the Amended and Restated Declaration of Condominium of Sand Castle Beach Club, a Condominium.

ARTICLE III

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

The qualification of members and the manner of their admission shall be as follows: Any person or persons who hold title to a unit in the Condominium shall, by virtue of such acts, be a member of this Corporation. No other persons shall be members.

ARTICLE IV

TERM OF EXISTENCE

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

ARTICLE V

DIRECTORS AND OFFICERS

The affairs of this Corporation shall be managed by a governing Board of seven (7) Directors who shall be members of the Association and who shall be elected at the Annual Meeting of the Corporation. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. They shall be elected by 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 shall be provided by the By-laws of the Corporation.

ARTICLE VI

BYLAWS

The Bylaws of this Corporation may be made, altered, amended or repealed 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:

- (1) Proposal. Amendments to these Articles of Incorporation shall be proposed by a majority of the Board or upon written petition signed by at least ten percent (10%) of the Voting Members.
- (2) Procedure. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can still be given.
- (3) Vote Required. Except as otherwise provided by law, or by specific provision of the condominium documents, these Articles of Incorporation may be amended by concurrence of fifty-one percent (51%) of the Voting Members then present in person or

by proxy at any annual or special meeting provided that notice of any proposed amendment has been given to all the members in accordance with law.

(4) Recording; Effective Date. A copy of each amendment shall be attached to a certificate that the amendment was duly adopted, which certificate shall be executed by officers of the Association with the formalities of a deed. The amendment shall be effective when the certificate has been filed with the Secretary of State and a copy of the amendment is recorded in the Public Records of Lee County, Florida.

These Amended and Restated Articles of Incorporation were duly adopted by the required percentage of the voting interests on _____, 1996, which was a sufficient number for approval.

Signed this _____ day of _____, 1996.

SAND CASTLE BEACH CLUB
ASSOCIATION, INC.

ATTEST: _____
Andrew Kontos, Secretary

By: _____
Domenic Luppino, President

STATE OF FLORIDA)
) §:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this _____ day of June, 1996, by Domenic Luppino, President of Sand Castle Beach Club Association, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. He is personally known to me or has produced _____ (type of identification) as identification and he did (did not) take an oath.

Notary Public

(Print Name)
My Commission Expires:

STATE OF FLORIDA)
) §:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this _____ day of June, 1996, by Andrew Kontos, Secretary of Sand Castle Beach Club Association, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. He [] is personally known to me or [] has produced _____ as identification and he did (did not) take an oath.

Notary Public

(Print Name)
My Commission Expires: