

No 1000000213

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
2001 MAY 11 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sea Streets Access Association, Inc

600004211706
-05/11/01--01042--018
*****35.00 *****35.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ☒ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

RECEIVED
01 MAY 11 AM 10:29
DIVISION OF CORPORATIONS

COULLIETTE MAY 11 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

FILED
2001 MAY 11 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SEA STREETS ACCESS ASSOCIATION, INC.

A NON-PROFIT CORPORATION
(A corporation originally incorporated on January 9, 2001)

In accordance with Section 617.1007, Florida Statutes, the undersigned hereby certifies that the following Amended and Restated Articles of Incorporation were unanimously adopted by all of the Members of the Board of Directors of the Corporation and were also unanimously adopted by all of the voting Members of the Corporation on April 23, 2001, as the Amended and Restated Articles of Incorporation of the Corporation.

ARTICLE I. NAME

The name of the corporation shall be SEA STREETS ACCESS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. NOT FOR PROFIT

The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall inure to or be distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law and provided that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to advance and reimburse any Member Director or Officer for expenses properly incurred in pursuing the purposes of the Corporation.

ARTICLE IV. PURPOSE

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To establish, own, manage, operate, preserve and control a beach access easement (the "Easement") and related facilities on and over the south six (6) feet of Lot 531, POINCIANA PARK, SECOND ADDITION, an addition to the Town of Palm Beach, Florida according to the Plat thereof recorded in the Office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, In Plat Book 6, Page 88.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations including without limiting the generality of the foregoing, to

acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. To have and exercise any and all powers, rights and privileges of a corporation organized under Chapter 617 of the Florida Statutes as now or hereafter provided.

ARTICLE V. MEMBERS

The Corporation shall have Members who shall be elected by the Board of Directors of the Corporation and shall have the rights and privileges of members of the Corporation as provided in the Articles of Incorporation and in the By-Laws of the Corporation, as the same may be amended from time to time. The name and address of each initial Member is as follows:

<u>Name</u>	<u>Address</u>
David H. Scaff	159 Seaspray Avenue Palm Beach, Florida 33480
Bernard R. Baker, III	127 Seaspray Avenue Palm Beach, Florida 33480
Gary A. Woodfield	150 Seaspray Avenue Palm Beach, Florida 33480

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address for the Corporation shall be 223 Peruvian Avenue, Palm Beach, Florida 33480. The initial registered office of the Corporation shall be located at 223 Peruvian Avenue, Palm Beach, Florida 33480. The name of the initial Registered Agent of the Corporation at that address is: PETER S. BROBERG.

ARTICLE VII. DIRECTORS

A. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of three directors. The number of directors may be increased or decreased from time to time as the Board of Directors may determine provided, however, that the number of directors shall never be less than three.

B. Members of the Board of Directors shall be elected at the annual meeting of the Corporation by the Members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

C. The names and addresses of the members of the current Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
David H. Scaff	159 Seaspray Avenue Palm Beach, Florida 33480
Bernard R. Baker, III	127 Seaspray Avenue Palm Beach, Florida 33480
Gary A. Woodfield	150 Seaspray Avenue Palm Beach, Florida 33480

ARTICLE VIII. OFFICERS

The affairs of the Corporation shall be administered by the officers of the Corporation, consisting of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors, in the manner provided in the By-Laws. The names and addresses of the current officers, who shall serve until their successors are elected by the Members and have qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
David H. Scaff	169 Seaspray Avenue Palm Beach, Florida 33480	President
Bernard R. Baker, III	127 Seaspray Avenue Palm Beach, Florida 33480	Vice President
Gary A. Woodfield	150 Seaspray Avenue Palm Beach, Florida 33480	Secretary/Treasurer

ARTICLE IX. INDEMNIFICATION AND INSURANCE

Every Director and every Officer of the Corporation shall be indemnified by the Corporation as provided in the By-Laws.

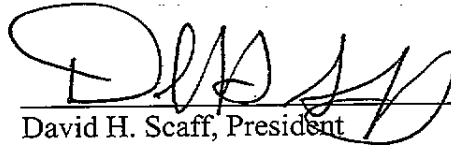
ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. The Articles of Incorporation may be amended by a majority vote of the full Board of Directors or by a majority of the votes cast by the Members of the Association at an annual meeting or at a special meeting called for that purpose.

ARTICLE XI. NONSTOCK BASIS

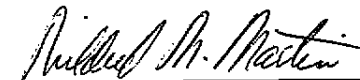
This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock. The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation.

IN WITNESS WHEREOF, the president has executed these Amended and Restated Articles on this 23 day of April, 2001.

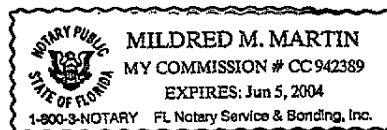

David H. Scaff, President

STATE OF FLORIDA)
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 27th day of April, 2001 by David H. Scaff, the President of SEA STREETS ACCESS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. The above named individual [] is personally known to me or [] has produced the following identification and did (did not) take and oath: _____


Print Name: MILDRED M. MARTIN
Notary Public
Commission Number: _____
My Commission Expires: 6-5-04

NOTARIAL SEAL



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service or process for SEA STREETS ACCESS ASSOCIATION, INC., A Florida non-profit corporation, at the place designated in the in the foregoing Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 27th day of April, 2001.


Peter S. Broberg, Registered Agent

563189.1