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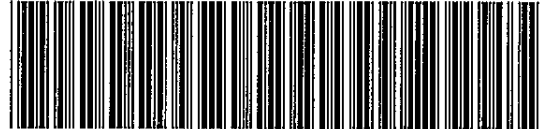
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FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF REGISTRATION

C. Coulliette MAY 09 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 087891 7103152
AUTHORIZATION : *Patricia Pizante*
COST LIMIT : \$ 43.75

ORDER DATE : May 9, 2003

ORDER TIME : 11:04 AM

ORDER NO. : 087891-005

CUSTOMER NO: 7103152

CUSTOMER: Brandy Raschke, Legal Asst
Goodlette Coleman & Johnson,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: KEEWAYDIN ISLAND LODGE & CLUB,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
KEEWAYDIN ISLAND LODGE & CLUB, INC.
A NOT-FOR-PROFIT CORPORATION

ARTICLE I
NAME

The name of the Corporation shall be Keewaydin Island Lodge & Club, Inc., (hereinafter referred to as the "Club"). The principal office of the Club shall be at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34102 or at such other place as may be designated, from time to time, by the Board of Directors of the Club.

ARTICLE II
DURATION

The period of duration of the Club is perpetual.

ARTICLE III
PURPOSE AND POWERS

The sole purpose of the Club is to own and operate a private social club exclusively for the pleasure and recreation of its members, their families and their guests. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV
PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member, director, officer, or other private individual and as such they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

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ARTICLE V
CAPITAL STOCK

The Club shall have no capital stock and shall be composed of members rather than shareholders. Nothing in these Articles or in the Bylaws of the Club shall prohibit or prevent the Club from qualifying for exemption from federal income tax under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE VI
MEMBERSHIP

Categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Club.

ARTICLE VII
VOTING RIGHTS

Members of the Club will have such voting rights as are provided in the Bylaws of the Club.

ARTICLE VIII
LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

ARTICLE IX
BOARD OF DIRECTORS

The Club shall have seven (7) members of the Board of Directors initially. The names and addresses of the initial Directors of this Club are:

<u>Name</u>	<u>Address</u>
Rhodora J. Donahue	c/o THE BEECHWOOD COMPANY Suite 850, 1001 Liberty Avenue Pittsburgh, PA 15222-3716
Rhodora D. Barton	c/o THE BEECHWOOD COMPANY Suite 850, 1001 Liberty Avenue Pittsburgh, PA 15222-3716

Maribeth D. Donley	c/o THE BEECHWOOD COMPANY Suite 850, 1001 Liberty Avenue Pittsburgh, PA 15222-3716
Alfonso C. D'Orazio	c/o THE BEECHWOOD COMPANY Suite 850, 1001 Liberty Avenue Pittsburgh, PA 15222-3716
Patrick K. Moore	c/o THE BEECHWOOD COMPANY Suite 850, 1001 Liberty Avenue Pittsburgh, PA 15222-3716
Thomas M. Freyvogel, Jr. .	c/o THE BEECHWOOD COMPANY Suite 850, 1001 Liberty Avenue Pittsburgh, PA 15222-3716
Janet O. Donahue	c/o THE BEECHWOOD COMPANY Suite 850, 1001 Liberty Avenue Pittsburgh, PA 15222-3716

Election of directors and changes to the number of directors shall be as provided in the Bylaws of the Club.

ARTICLE X INCORPORATOR

The name and residence of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Kenneth R. Johnson	c/o Goodlette, Coleman & Johnson, PA 4001 Tamiami Trail North, Suite 300 Naples, Florida 34103

ARTICLE XI INDEMNIFICATION

The Club shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a director or officer of the Club, or by reason of any action alleged to have been taken or omitted by him or

her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct or conduct otherwise prohibited by applicable Florida law.

ARTICLE XII DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the memberships of the Club in proportion to the value of their memberships.

ARTICLE XIII BYLAWS

The Bylaws of the Club shall be adopted by the First Board and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of a conflict between provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.


ARTICLE XIV AMENDMENT

These Articles of Incorporation may be amended in the manner provided for in the Bylaws.

ARTICLE XV INITIAL REGISTERED AGENT AND OFFICE

The registered agent for the Club and the registered office for the Club at that address are the following: Kenneth R. Johnson, Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, FL 34102.

8th IN WITNESS WHEREOF, the undersigned has hereunder set his hand and seal on this
day of MAY, 2003.



Signature of Chairman, Vice Chairman, President or other officer

MICHAEL J. MAGLIO

Typed or printed name

SECRETARY

Title


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

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Collier, State of Florida, the corporation named in the said Articles has named Kenneth R. Johnson, whose address is: Goodlette, Coleman & Johnson, PA, 4001 Tamiami Trail North, Suite 300, Naples, FL 34103, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 8th day of MAY, 2003.



Kenneth R. Johnson,
Registered Agent

CERTIFICATE
KEEWAYDIN ISLAND LODGE & CLUB, INC.
A NOT-FOR-PROFIT CORPORATION

IN ACCORDANCE WITH THE PROVISIONS OF SECTION 617.1007 OF THE FLORIDA STATUTES, KEEWAYDIN ISLAND LODGE & CLUB, INC., A NOT-FOR-PROFIT FLORIDA CORPORATION, DULY ADOPTED THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION. THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION DO NOT REQUIRE APPROVAL BY THE MEMBERS OF KEEWAYDIN ISLAND LODGE & CLUB, INC. THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KEEWAYDIN ISLAND LODGE & CLUB, INC., WERE DULY ADOPTED BY THE BOARD OF DIRECTORS OF THE CLUB.



Signature of Chairman, Vice Chairman, President or other officer

Michael J. Maglio

Typed or printed name

SECRETARY

Title

5/8/03

Date