

N/3513

PLAYERS CLUB AT SUNTREE, INC.

c/o Jeffrey G. Thompson

Suntree Professional Center, Suite 6, 6550 North Wickham Road, Melbourne, FL 32940

April 16, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600002844576--9
-04/20/99-01022-023
*****43.75 *****43.75

Gentlemen:

We are enclosing our "Amended and Restated Articles of Incorporation" to be filed in accordance with Florida law.

Included in our check is an additional \$8.75 to pay for a certified copy of same.

Please send the certified copy to:

Christopher R. Russo
762 Players Court
Melbourne, FL 32940

FILED
99 APR 20 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your prompt attention to this matter.

Sincerely,



Christopher R. Russo, Chairman
By-Laws & Governing Documents Committee

Amended & Restated art.

APR 22 1999
v5

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PLAYERS CLUB AT SUNTREE, INC.**

FILED
99 APR 20 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, certifies that:

**ARTICLE I
NAME**

The name of this corporation is PLAYERS CLUB AT SUNTREE, INC., hereinafter called the "Association".

**ARTICLE II
DEFINITIONS**

All terms defined in the Amended and Restated Declaration of Covenants and Restrictions for Players Club at Suntree recorded in Official Records Book 3993, Page 0931, of the public records of Brevard County, Florida (the "Covenants") shall have the same meanings when used herein.

**ARTICLE III
PRINCIPAL OFFICE AND AGENT**

The principal place of business and registered office of the Association is Suntree Professional Center, Suite 6, 6550 North Wickham Road, Melbourne, Florida 32940. The registered agent of the Association is Jeffrey G. Thompson.

**ARTICLE IV
OBJECTS, PURPOSES AND POWERS**

Section 4.1. This Association is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or member.

Section 4.2. The objects and purposes for which this Association is organized are as follows:

4.2.1. To establish, maintain, operate and provide all community services of every kind and nature required or desired by the members including without limitation those services and functions described in the Covenants.

4.2.2. To provide for the enforcement of the Covenants.

4.2.3. To engage in such other activities as may be to the mutual benefit of the Members of the Association.

4.2.4. To own, operate and manage properties conveyed to it in accordance with the Covenants.

4.2.5. To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

Section 4.3. In furtherance of the aforesaid objects, purposes and powers, the Association shall have all the powers of a corporation not for profit organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the following:

4.3.1. To make, levy and collect Assessments from its Members and to expend the proceeds of such Assessments for the benefit of its Members.

4.3.2. To bring and defend suits on behalf of the Association.

4.3.3 To make and enforce reasonable rules and regulations governing the use of the property owned by the Association.

4.3.4. To maintain, repair, replace, operate, and insure those portions of the property that the Association has the duty or right to maintain, repair, replace, operate, and insure under these Articles and the By-Laws of the Association.

4.3.5. To contract for the management of its property and to delegate to such contractors all powers and duties of the Association.

4.3.6. To employ personnel to perform the services authorized by these Articles and by the By-Laws of the Association.

4.3.7. To purchase insurance upon its property; for the protection of the Association and its Members.

4.3.8. To reconstruct improvements constructed on its property after casualty or other loss.

4.3.9. To make additional improvements to its property.

4.3.10. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including, but not limited to, marinas, lakes and other recreational facilities, whether or not contiguous.

**ARTICLE V
MEMBERSHIP**

Section 5.1. The Members of this Association shall consist of all Owners of record title to Lots in the subdivision.

Section 5.2. Membership in this Association cannot be transferred in any manner except as may be provided in the By-Laws.

Section 5.3. Each Lot shall be entitled to one (1) vote. When more than one (1) person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as the Owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to each Lot. In the event of a disagreement among such persons and an attempt by two (2) or more of them to cast the vote of such Lot, such vote shall not be recognized and the Lot shall not be counted for any purpose until such dispute is resolved.

**ARTICLE VI
TERM**

This Corporation shall exist perpetually.

**ARTICLE VII
BOARD OF DIRECTORS**

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors nor more than nine (9) Directors. The Board of Directors shall be elected by the members of the Corporation entitled to vote.

The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

**ARTICLE VIII
OFFICERS**

The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. The officers shall be elected by the Board of Directors in accordance with the provisions of the By-Laws. No two (2) offices may be held by the same person, except the offices of Vice President and Treasurer.

**ARTICLE IX
DISPOSITION OF ASSETS UPON DISSOLUTION**

No member, director or officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five percent (75%) of the membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one (1) or more of them or to any one (1) or more nonprofit corporations, associations, trusts or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall divest or diminish any right or title of any Member vested under the Covenants applicable to such assets unless made in accordance with the provisions of such Covenants.

**ARTICLE X
AMENDMENT OF ARTICLES**

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Association entitled to vote.

**ARTICLE XI
BY-LAWS**

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws may be altered, amended, or rescinded as provided in the By-Laws.

**ARTICLE XII
SUBSCRIBERS**

The name and address of the subscribers to these Amended and Restated Articles of Incorporation are as follows:

President
JoAnn Hall
713 Fairway Drive
Melbourne, FL 32940

Secretary
Geraldine Falcone
710 Fairway Drive
Melbourne, FL 32940

THE UNDERSIGNED, for the purpose of amending and restating the Articles of Incorporation for this non-stock, not for profit corporation pursuant to Chapter 617, Florida Statutes, certifies that:

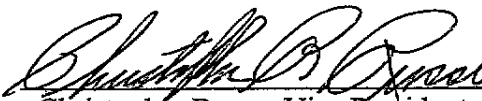
**CERTIFICATE OF AMENDMENT TO AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF PLAYERS CLUB AT SUNTREE, INC.**

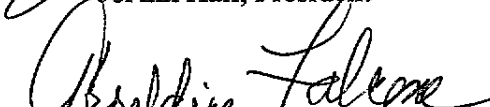
The membership of Players Club at Suntree, Inc. held a special meeting on March 27, 1999 in Melbourne, Brevard County, Florida to consider and vote on amending and restating the original Articles of Incorporation. Notice of such meeting was mailed to the membership on February 22, 1999.


At the meeting of the Association held on March 27, 1999 pursuant to the recommendation of the President of said Corporation, a motion was duly made, seconded and approved by more than two-thirds (2/3) of the members of the Association entitled to vote, with a quorum present, to amend and restate the Players Club at Suntree, Inc., Articles of Incorporation in their entirety. The number of votes cast was sufficient for approval.

PLAYERS CLUB AT SUNTREE, INC., BOARD OF DIRECTORS:


JoAnn Hall, President


Christopher Russo, Vice President


Geraldine Falcone, Secretary

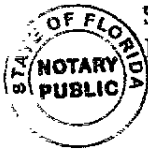

Robert Carey, Treasurer


Warner Connick, Director

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned Notary Public, in and for said County and State, personally appeared JoAnn Hall, Christopher Russo, Geraldine Falcone, Robert Carey and Warner Connick who are known to me and who, after being duly sworn, deposed under oath that the foregoing Articles of Incorporation were prepared under their direction and that they had knowledge of the facts stated therein, that said facts are true, and that they executed the same freely and voluntarily and for the purposes stated herein.

Given under my hand and official seal this 5 day of April, 1999.



S.B. HONIG
My Comm Exp. 2/26/00
Bonded By Service Ins
No. CC535286
 Personally Known Other I.D.

[Signature]
NOTARY PUBLIC

SB HONIG
PRINT NAME
MY COMMISSION EXPIRES: 2/26/00

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in Article III of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 9th day of April, 1999

[Signature]
Jeffrey G. Thompson
Suntree Professional Center, Suite 6
6550 North Wickham Road
Melbourne, FL 32940
(407) 242-9777
FL Bar Number 0373412
Registered Agent