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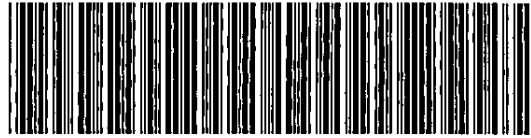
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS
*FLORIDA SUPREME COURT
CERTIFIED MEDIATOR

June 4, 2007

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


Re: Certificate of Amendment
Perico Bay Club

To whom it may concern:

Please find enclosed an original Certificate of Amendment and attached Amendment to the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,


Daniel J. Lobeck

DJL/pft
Enclosure

Prepared by and return to:
Daniel J. Lobeck
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622 (Telephone)
(941) 951-1469 (Facsimile)

FILED

07 JUN -6 PM 9: 36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

PERICO BAY CLUB ASSOCIATION, INC.

*[Substantial rewording of Articles of Incorporation.
See original Articles of Incorporation and prior amendments for present text.]*

The membership of PERICO BAY CLUB ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, does hereby adopt the following as amendments to and a restatement of its Articles of Incorporation:

ARTICLE 1
NAME AND ADDRESS

1.1 NAME. The name of the corporation shall be PERICO BAY CLUB ASSOCIATION, INC. (herein, the "Master Association"). The Articles of Incorporation of the Master Association were originally filed with the Department of State on November 3, 1986, as Document Number N17634.

1.2 ADDRESS. The principal office and mailing address of the Master Association is 4400 El Conquistador Parkway, Bradenton, Florida 34210. The Master Association's Board of Directors may change the principal office and mailing address of the Master Association from time to time as provided by law.

1.3 DEFINITIONS. The terms used herein and in the Bylaws shall have the definitions and meanings thereof set forth in the Master Declaration, unless the context shall otherwise require.

ARTICLE 2
PURPOSE

The purpose for which the Master Association is organized is to provide an entity for the maintenance, preservation, management and control of the Common Property of Perico Bay Club, a planned community located in Manatee County, Florida, in accordance with the Master Declaration of Covenants, Conditions and Restrictions for Perico Bay Club (herein, the "Master Declaration"), which is recorded at Official Records Book 1181, Page 0498 et seq. of the Public

Records of Manatee County, Florida, as it may be amended. The Master Association is not incorporated for the purpose of managing or operating any condominium that may be a Component Community of Perico Bay Club, nor shall it have the purpose or power of serving as a Condominium Association under Chapter 718, Florida Statutes. The Master Association may be a designated Association for the purpose of implementing shared use rights of shared and limited shared facilities at Perico Bay Club.

ARTICLE 3

POWERS

3.1 COMMON LAW AND STATUTORY POWERS. The Master Association shall have all of the common law and statutory powers of a corporation not for profit pursuant to Chapters 617 and 720, Florida Statutes, not in conflict with these Articles, the Bylaws or the Master Declaration, other than those powers expressly reserved by the Condominium Act to any condominium association operating a condominium within Perico Bay Club or to the unit owners in any such condominium.

3.2 SPECIFIC POWERS. The Master Association shall have all of the powers and duties set forth in the Master Declaration, as amended from time to time, except as validly limited by law, and all of the powers and duties reasonably necessary to own, administer and operate the Common Property of Perico Bay Club pursuant to the Master Declaration and to perform the maintenance, administrative, managerial and other functions for Perico Bay Club as provided in the Master Declaration, as it may be amended from time to time, including but not limited to the following:

A. To make and collect annual and special assessments against members as owners of Lots to defray the cost of the common expenses of Perico Bay Club, as more fully provided in the Master Declaration.

B. To use the proceeds of annual and special assessments in the exercise of its powers and duties.

C. To accept, hold title to, operate, own, purchase, acquire, replace, improve, alter, manage, maintain and administer the use of the Common Property of Perico Bay Club in accordance with the Master Declaration.

D. To purchase insurance upon the Common Property and for the protection of the Master Association, directors, officers and its members.

E. To reconstruct improvements to the Common Property after casualties and further to improve the Common Property in accordance with the Master Declaration.

F. To adopt and amend reasonable rules and regulations respecting the use and operation of the Common Property and Lots in accordance with the Master Declaration.

G. To enforce by legal means the provisions of the Master Declaration, these Articles, the Bylaws, and Rules and Regulations duly-adopted by the Master Association's Board of Directors.

H. To furnish or otherwise provide for private security, fire protection or such other services as the Board of Directors in its sole discretion determines necessary or appropriate.

I. To pay any real and personal property taxes and other charges assessed against the Common Property unless same are separately assessed to the members.

J. To obtain all required utility and other services for the Common Property.

K. To borrow money and to pledge assets, assessments and accounts of the Master Association as security therefore pursuant to the Master Declaration. Provided however, not less than two-thirds (2/3rds) of all Regular Members must cast a vote (at least 463 votes) and at least a majority of all Regular Members (at least 348 votes) must vote in favor of borrowing \$100,000 or more. Any amount less than \$100,000 may be borrowed upon the approval of the Master Association Board without any Direct Vote of the Regular Members.

L. To employ personnel and hire contractors, managers, accountants, attorneys, etc., for reasonable compensation to perform the services required for the proper carrying out of the Master Association's responsibilities and duties.

M. To enter into agreements whereby it acquires additional lands and/or common property, including but not limited to, land, leasehold memberships, use rights, easements, and other possessory or use interests in lands or facilities, whether or not contiguous to Perico Bay Club, intended to provide for the enjoyment, recreation or other use and benefit of its members.

N. To exercise such additional authority as the Master Association's Board of Directors may deem reasonably necessary to carry out each and every of the functions, obligations and duties of the Master Association set forth in Chapters 617 and 720, Florida Statutes, the Master Declaration, these Articles and the Bylaws, provided such authority is not expressly reserved to a Condominium Association or the owners of units in such Condominium located within Perico Bay Club by the Condominium Act.

3.3 ASSETS HELD IN TRUST. All funds and the title of all properties acquired by the Master Association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the Master Declaration, these Articles and the Bylaws.

3.4 LIMITATION ON EXERCISE OF POWER. The powers of the Master Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the State of Florida, the Master Declaration, these Articles and the Bylaws of the Master Association.

ARTICLE 4

MEMBERS

4.1 MEMBERS. The members of the Master Association shall consist of all of the record owners of Lots in Perico Bay Club subject to the Master Declaration.

4.2 CHANGE OF MEMBERSHIP. Change of membership in the Master Association shall be established by the recording in the Public Records of Manatee County, Florida, of a deed or other instrument establishing a change of record title to a Lot in Perico Bay Club. Upon the happening of such event, the owner designated in such instrument shall thereupon become a member of the Master Association, and the membership of the prior owner shall be automatically terminated, as provided in the Bylaws and the Master Declaration.

4.3 LIMITATION ON A TRANSFER OF SHARES OR ASSETS. The share of a member in the funds and assets of the Master Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Lot.

4.4 VOTING. The record owners of each Lot in Perico Bay Club shall be collectively entitled to one (1) vote for each such Lot as provided in the Master Declaration. The manner of exercising voting rights shall be stated in the Bylaws. Owners owning more than one (1) Lot in Perico Bay Club shall be entitled to one (1) vote for each Lot owned. Voting rights shall be subject to such provisions for delegation of voting rights and the granting of irrevocable proxies as may be provided in the Master Declaration and the Bylaws.

ARTICLE 5

DIRECTORS

5.1 BOARD OF DIRECTORS. The affairs of the Master Association shall be managed by a Board of Directors consisting of an odd number of directors. The precise number of directors shall be determined by the Board of Directors from time to time in accordance with the Bylaws. In no event shall the Board of Directors consist of fewer than three (3) Directors. Directors shall meet the qualifications stated in the Bylaws.

5.2 ELECTION OF DIRECTORS. Directors of the Master Association shall be elected at the annual meeting of the members, in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 6

OFFICERS

The affairs of the Master Association shall be administered by a President, Vice President, Secretary, Treasurer and such other officers and assistants as may from time to time be created by the Board of Directors. Officers shall be elected by the Board of Directors at its first meeting following the annual membership meeting of the Master Association and shall serve at the pleasure of the Board. Offices may be combined as provided in the Bylaws.

ARTICLE 7 **INDEMNIFICATION**

7.1 INDEMNIFICATION. Every director, officer or any person serving the Master Association at its request shall be indemnified by the Master Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon the person in connection with any proceeding or the settlement of any proceeding to which the person may be a party, or in which the person may become involved by reason of their being or having been a director, officer or person serving the Master Association at its request, whether or not the person is a director, officer or person serving the Master Association at its request at the time such expenses are incurred, except when the director, officer or person is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of their 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 Master Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer or person may be entitled.

7.2 INSURANCE. The Board of Directors of the Master Association may purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums and deductibles for such insurance shall be paid by the members of the Master Association as part of the common expenses.

ARTICLE 8 **BYLAWS**

The Bylaws of the Master Association may be amended as provided by the Bylaws.

ARTICLE 9 **AMENDMENTS**

9.1 PROPOSAL. Amendments to these Articles of Incorporation may be proposed by resolution of the Board of Directors or by the owners of at least fifteen (15) Lots.

9.2 APPROVAL. These Articles of Incorporation may be amended upon the approval of a majority of the direct vote of the Delegates representing a minimum of three hundred forty-eight (348) Units as specified in Article 3.5A of the Bylaws.

9.3 RESTRICTIONS ON AMENDMENTS. No amendment shall make any change in the qualification for membership nor the voting rights of members without the approval of all members. No amendment shall be made which is in conflict with the Master Declaration, or which discriminates against any Component Community of the Perico Bay Club or any class of owners of Lots.

ARTICLE 10
EXISTENCE

The term of the Master Association shall be perpetual.

ARTICLE 11
SUBSCRIBER

The name and address of the original subscriber of these Articles of Incorporation are as follows:

Perico Housing Corp.
3701 Cortez Road West
Bradenton, Florida 33507

ARTICLE 12
REGISTERED OFFICE AND AGENT

The Master Association shall have its registered office at 4400 El Conquistador Parkway, Bradenton, Florida 34210 and the name of the registered agent is John Hagerty, Harmony Management, Inc. The Master Association's Board of Directors may change the registered office/registered agent from time to time as permitted by law.

Prepared by and Return to:
Daniel J. Lobeck, Esq.
Lobeck & Hanson, P.A.
2033 Main Street, Suite 403
Sarasota, FL 34237

CERTIFICATE OF AMENDMENT

ARTICLES OF INCORPORATION

PERICO BAY CLUB

We hereby certify that the attached Amended and Restated Articles of Incorporation of the Perico Bay Club Association, Inc. ("the Association"), were approved at the meeting of the Association membership held February 20, 2007, by the affirmative approval of a majority of the members of the Association, which is sufficient for approval under Article 9.1 of the Articles of Incorporation.

DATED this 21 day of March, 2007.

Witnesses:

sign [Signature]
print John A. Harrison
sign Cyndy Reid
print CYNDY REID

PERICO BAY CLUB ASSOCIATION, INC.

By: [Signature]
Jack Harrison, President

Witnesses:

sign [Signature]
print John A. Harrison
sign Cyndy Reid
print CYNDY REID

Attest: [Signature]
Henry Pearlberg, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21 day of March, 2007, by Jack Harrison as President of Perico Bay Club Association, Inc., a Florida corporation, on behalf

of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign Helen B. Hagerty

print Helen B. Hagerty
State of Florida at Large (Seal)



Helen B Hagerty
My Commission DD290445
Expires March 21, 2008

My Commission expires:

3-21-08

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21 day of March, 2007, by Henry Pearlberg as Secretary of Perico Bay Club Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign Helen B. Hagerty

print Helen B. Hagerty
State of Florida at Large (Seal)



Helen B Hagerty
My Commission DD290445
Expires March 21, 2008

My Commission expires:

3/21/08