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THE BEACH CLUB CONDOMINIUM ASSOCIATION OF PENSACOLA

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE BEACH CLUB CONDOMINIUM ASSOCIATION
OF PENSACOLA BEACH, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, The Beach Club Condominium Association, Inc., a Florida not for profit corporation (the "Association") certifies that:

1. The name of the Association is THE BEACH CLUB CONDOMINIUM ASSOCIATION OF PENSACOLA BEACH, INC.
2. The members of the Association duly adopted these Amended and Restated Articles of Incorporation by a unanimous action.
3. These duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Association and all amendments thereto.
4. The Articles of Incorporation of the Association, as amended, are restated to read in their entirety as follows:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is THE BEACH CLUB CONDOMINIUM ASSOCIATION OF PENSACOLA BEACH, INC. ("Association"), and its principal place of business is c/o Realty Marts International Inc., 1591 Via Deluna Drive, Pensacola Beach, FL 32561.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of providing an entity pursuant to Section 718.111, Florida Statutes, for the operation of The Beach Club, a Condominium located in Escambia County, Florida. Further, the Association shall operate and maintain any stormwater management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Protection or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof. In addition, the Association shall maintain dune vegetation and dune integrity and similar improvements or environmental requirements on the Association's property as may be directed by the State of Florida, Escambia County, the Santa Rosa Island Authority, or other governmental authority from time to time.

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ARTICLE III. TERM

The term of the Association shall be the life of the condominium, unless the Association is terminated by the termination of the condominium in accordance with the provisions of the Declaration. Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be maintained by local government units, including Escambia County or any municipality, a municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, or any entity acceptable to the Department of Environmental Protection or its successor under its rules and regulations.

ARTICLE IV. DIRECTORS

1. The affairs of the Association will be managed by a Board of Directors consisting of the number of directors as shall be determined by the Bylaws, but not less than three directors and in the absence of such determination shall consist of three directors.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided In the Bylaws.

ARTICLE V. OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board of Directors at its meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors.

ARTICLE VI. BYLAWS

The Amended and Restated Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE VII. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

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2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.

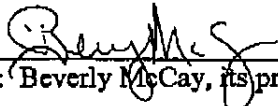
3. Approval of an amendment must be by not less than 66-2/3% of the votes of the entire membership of the Association.

4. No amendments shall make any changes in the qualifications for membership nor the voting rights of members.

5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Escambia County, Florida.

IN WITNESS WHEREOF, the Association has caused these Amended and Restated Articles of Incorporation to be signed by its duly authorized officer this 20 day of December, 2008.

The Beach Club Condominium Association
of Pensacola Beach, Inc., a Florida not for
profit corporation


By: Beverly McCay, its president

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