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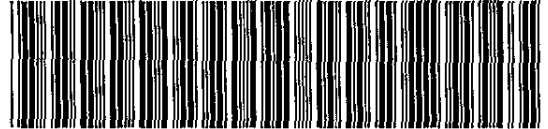
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*Amended &
Restated*

RECEIVED
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA
*AR
7/1/03*



CORPORATION SERVICE COMPANY™

★ Filz Secor

ACCOUNT NO. : 072100000032
REFERENCE : 187962 87004A
AUTHORIZATION :
COST LIMIT : \$ 35.00

ORDER DATE : July 30, 2003
ORDER TIME : 1:04 PM
ORDER NO. : 187962-010
CUSTOMER NO: 87004A

CUSTOMER: Christopher N. Davies, Esq.
Swalm & Bourgeau, P.a.
Suite 308
2375 Tamiami Trail North
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: BOCA BAY PASS CLUB CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER'S INITIALS: _____

This instrument prepared by and return to:
Christopher N. Davies
SWALM & BOURGEAU, P.A.
2375 Tamiami Trail N., Suite 308
Naples, Florida 34103

03 JUL 30 PM 3:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOCA BAY PASS CLUB CORPORATION

Preamble

Boca Bay Pass Club Corporation, a Florida corporation not-for-profit (the "Corporation"), was formed in 1991 by CSX Realty, Inc., a Virginia corporation, to operate a recreational club facility (the "PASS CLUB"). CSX Realty, Inc. and its corporate successors, CSX Realty Development, LLC, a Georgia limited liability company, and CSX Realty Development Corporation, a Georgia corporation, are hereinafter referred to individually and collectively as "CSX REALTY." The PASS CLUB was constructed by CSX REALTY on lands located in Lee County, Florida, in conjunction with the development by CSX REALTY of a series of residential neighborhoods collectively known as Boca Bay. Upon substantial completion of Boca Bay in 2001, CSX REALTY turned over control of the Corporation to the Boca Bay property owners, and it is the purpose of this amendment to revise in part and to restate in their entirety the Articles of Incorporation as previously amended to reflect the foregoing circumstances. Obsolete references to CSX REALTY (formerly the "DECLARANT") are deleted, certain changes are made to provisions relating to the election of Directors, and minor changes in terminology and form are made. It is not the purpose of this amendment to discharge, release or affect in any manner any potential or existing rights, duties, warranties, obligations, claims or liabilities by or between CSX REALTY on the one hand, and the Corporation or any owner or former owner of property in Boca Bay on the other hand. Capitalized terms used herein without definition shall have the meanings specified for such terms in the Declaration of Covenants and Restrictions of Boca Bay, as amended (the "MASTER COVENANTS").

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of BOCA BAY PASS CLUB CORPORATION, a Florida not-for-profit corporation, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007, Florida Statutes, and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of BOCA BAY PASS CLUB CORPORATION shall henceforth be as follows:

ARTICLE I
Name and Address

The name of the corporation is: BOCA BAY PASS CLUB CORPORATION. Its principal place of business is 899 Gulf Boulevard, Boca Grande, Florida 33921, and its mailing address is Post Office Box 1239, Boca Grande, Florida 33921.

ARTICLE II
Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are as follows:

a) To operate as a corporation not-for-profit pursuant to Chapter 617 Florida Statutes, and to exercise all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles, the MASTER COVENANTS, or the Bylaws.

b) To manage the affairs of the Corporation pursuant to the terms and provisions of the MASTER COVENANTS, these Articles and the Bylaws, as same may be amended from time to time, and in accordance with the laws of the State of Florida. If any irreconcilable conflict should exist, or hereafter arise, with respect to these Articles, the MASTER COVENANTS, or Bylaws, the MASTER COVENANTS shall control, then the Articles over the Bylaws.

c) To provide and operate the PASS CLUB exclusively for the recreation and pleasure of the members of the BOCA BAY MASTER ASSOCIATION, INC., their guests and associate members of the Corporation and to promote their health, welfare, comfort, and social and economic well-being as authorized by the MASTER COVENANTS, by these Articles, and by the Bylaws.

ARTICLE IV

Members

The Corporation shall have one or more classes of members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of the members of each class and shall confer, limit or deny the right to vote.

ARTICLE V

Directors

Section 1. The affairs the Corporation shall be managed by a Board consisting of not less than three Directors. The number and qualifications of Directors shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be three Directors.

Section 2. The Directors of the Corporation shall be elected or appointed in the manner prescribed in the Bylaws.

ARTICLE VI

Officers

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws.

ARTICLE VII

Bylaws

Section 1. The Directors of the Corporation may provide such Bylaws for the conduct of business and for carrying out the purposes of the Corporation as may be necessary from time to time.

Section 2. The Bylaws may be amended, altered or rescinded by the Directors in the manner set forth in the Bylaws.

ARTICLE VIII
Amendments

These Amended and Restated Articles of Incorporation may be further amended by the Board of Directors, without approval of the members, by majority vote of the Directors present at any regular or special meeting of the Directors at which a quorum as specified in the Bylaws is present or by unanimous written consent of all Directors.

ARTICLE IX
Indemnification

The Corporation shall indemnify any Director, officer, employee or agent, or any former Director, officer, employee or agent to the fullest extent permitted in the Bylaws and by Florida law.

IN WITNESS WHEREOF, BOCA BAY PASS CLUB CORPORATION, a Florida corporation not-for-profit, has duly executed the foregoing instrument this 18th day of April, 2003.

BOCA BAY PASS CLUB CORPORATION

By: Richard J. Ryan
President Richard J. Ryan

By: Robert M. Kuznik
Secretary Robert M. Kuznik

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Boca Bay Pass Club Corporation, a Florida corporation, hereby certify that the foregoing were duly proposed by the Board of Directors at a meeting held on the 18th day of April, 2003. The undersigned further certify that the foregoing were approved by at least a majority of the votes of the Board of Directors on such date, which was a sufficient number for approval, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 18th day of April, 2003.

BOCA BAY PASS CLUB CORPORATION, a Florida corporation

By: Richard J. Ryan
Its President

Attest: Robert M. Kuznik
Secretary

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 18th day of April, 2003, by the President and Secretary respectively of Boca Bay Pass Club Corporation, a Florida corporation, who are personally known to me.

AFFIX SEAL

Susan L Najjar
Notary Public

Susan L Najjar
Printed Name of Notary

My Commission Expires:



Susan L. Najjar
MY COMMISSION # DD204981 EXPIRES
April 27, 2007
BONDED THRU TROY FAIN INSURANCE, INC.