

Locklin  
& Jones, P.A.  
ATTORNEYS AT LAW

N98000005564

Jack Locklin, Jr.  
Board Certified  
Real Estate Attorney

Angela J. Jones

April 6, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32314

RE: Amended and Restated Articles of Incorporation of  
Santa Rosa Yacht Club Owners Assoc., Inc.

Dear Sir:

Enclosed is an original and one executed copy of the Restated  
Articles of Incorporation of Santa Rosa Yacht Club Owners  
Association, Inc. Check in the amount of \$43.75 in payment of the  
following fees is also enclosed:

Filing Fee	\$35.00
Certified Copy	8.75
	<hr/>
	\$43.75

Please file the original and certify and return the copy to  
me.

Yours very truly,

LOCKLIN & JONES, P.A.

*Jack Locklin Jr.*  
Jack Locklin, Jr.

JL:jl  
Enclosures

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-04/07/99--01081--013  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SANTA ROSA YACHT CLUB OWNERS ASSOCIATION, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT

FILED  
99 APR -7 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Melvin A. Burklow, Chairman of the Board of Directors of this Corporation, hereby files these Amended and Restated Articles of Incorporation of Santa Rosa Yacht Club Owners Association, Inc., which Corporation adopts and restates the following articles:

ARTICLE 1. NAME

The name of this corporation is SANTA ROSA YACHT CLUB OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the association as the "Bylaws."

ARTICLE 2. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 3. PURPOSE

This Association is organized for the purpose of providing an entity under the Florida Condominium Act (the Act") for the operation of a condominium located in Santa Rosa County, Florida, and known as SANTA ROSA YACHT CLUB, a condominium ("the condominium"), to be created under the declaration of condominium ("the declaration"). In addition, this Association is also organized to provide an entity and method to govern and operate the combined development of the Condominium, the Submerged Land Lease and Wet Slip Subleasees thereunder, (as defined in the Condominium Declaration).

ARTICLE 4. MEMBERS

- 4.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and all of the Wet Slip Subleasees under a Wet Slip Sublease under the Submerged Land Lease ( as defined in the Condominium Declaration ). New members shall deliver a true copy of the recorded Deed or Wet Slip Sublease to the Association.
- 4.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit or Wet Slip Sublease for which that share is held.

- 4.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit & Wet Slip Sublease, which vote shall be exercised or cast in the manner provided by the Declaration and by-Laws. Any person or entity owning more than one Unit or Wet Slip Sublease shall be entitled to one vote for each Unit owned or Wet Slip Subleased.
- 4.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

#### ARTICLE 5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Agent of this corporation is 300 Pensacola Beach Boulevard, Gulf Breeze, Florida, 32561, and the name of the initial Registered Agent of this corporation at that address is Melvin A. Burklow.

#### ARTICLE 6. DIRECTORS

- 6.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association.
- 6.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners and Wet Slip Subleasees when such approval is specifically required.
- 6.3 Election Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 6.4 Term of Developer's Directors. The Developer of the Condominium and the combined development (as described above in Article III and in the Condominium Declaration) shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

- 6.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Melvin A. Burklow	300 Pensacola Beach Boulevard, Gulf Breeze, Florida 32561
Robert Burklow	236 Woodmere Drive Hohenwald, Tenn. 38462
Edward Burklow	1800 Sandy Plains Parkway Suite 108 Marietta, Ga. 30066

#### ARTICLE 7. POWERS

The powers of the Association shall include and be governed by the following:

- 7.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.
- 7.2 Enumeration. The Association shall have the powers and duties set forth in the Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect Assessments and other charges against members as Unit Owners and Wet Slip Subleasees, and to use the proceeds thereof in the exercise of its powers and duties.
  - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
  - (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association.
  - (d) To purchase insurance upon the Condominium Property, the Association

Property and the Docks & Piers (as defined in the Condominium Declaration) and insurance for the protection of the Association, its owners, directors, Unit Owners and Wet Slip Subleasees.

- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property, the Association Property and the Docks & Piers, and for the health, comfort, safety and welfare of the Unit Owners and the Wet Slip Subleasees.
- (f) To approve or disapprove the leasing, transfer, ownership and possession of the Units as may be provided by the Declaration, and the Wet Slip Subleases.
- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Condominium Property, the Association Property and the Docks & Piers, subject, however, to the limitation regarding assessing Units and Wet Slip Subleases owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws.
- (h) To contract for the management and maintenance of the Condominium Property, the Association Property and the Docks & Piers, and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements the Association Property and the Docks & Piers, with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (i) To employ personnel to perform the services required for the proper operation of the Condominium and the combined development.

7.3 Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

7.4 Distribution of Income: Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or a public

agency or as otherwise authorized by the Florida Not For Profit Corporation Statute.

- 7.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

#### ARTICLE 8. OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualification of the officers. The names and addresses of the officers who shall serve until successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
President Melvin A. Burklow	300 Pensacola Beach Boulevard Gulf Breeze, Fl. 32561
Vice-President & Treasurer Robert Burklow	236 Woodmere Drive Hohenwald, Tenn. 38462
Secretary Edward Burklow	1800 Sandy Plains Parkway Suite 108 Marietta, Ga. 30066

#### ARTICLE 9. BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

#### ARTICLE 10. AMENDMENTS

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

- 11.1 Notice. Notice of a proposed amendment shall be included in the notice of any

meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

- 11.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the Act (the latter to control over the former to the extent provided for in the Act).
- 11.3 Developer Amendments. To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be affected by the Developer alone.
- 11.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Santa Rosa County, Florida.

IN WITNESS WHEREOF the undersigned Chairman of the Board of Directors of this Corporation has executed these Articles of Incorporation on April 5, 1999.

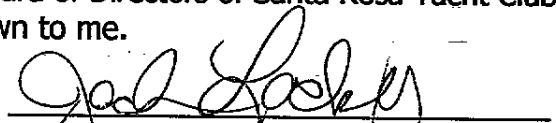


Melvin A. Burklow, Chairman of the Board  
of Directors of Santa Rosa Yacht Club  
Owners Association, Inc.

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing was acknowledged before me this 5, day of April, 1999, by Melvin A. Burklow, as Chairman of the Board of Directors of Santa Rosa Yacht Club Owners Association, Inc., who is personally known to me.

NOTARY PUBLIC - STATE OF FLORIDA  
JACK LOCKLIN, JR.  
COMMISSION # CC892552  
EXPIRES 12/28/2001  
BONDED THRU ASA 1-888-NOTARY1



NOTARY PUBLIC -- STATE OF FLORIDA  
Print Name: \_\_\_\_\_  
Commission No: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**CERTIFICATE OF RESTATEMENT OF ARTICLES OF INCORPORATION OF  
SANTA ROSA YACHT CLUB OWNERS ASSOCIATION, INC.**

The Amended and Restated Articles of Incorporation of Santa Rosa Yacht Club Owners Association, Inc. contains amendments which do not required member approval. The Board of Directors of this Corporation has adopted the attached Amended and Restated Articles of Incorporation of Santa Rosa Yacht Club Owners Association, Inc.

A handwritten signature in black ink, appearing to read "Melvin A. Burklow", is written over a horizontal line.

Melvin A. Burklow, Chairman of the  
Board of Directors of Santa Rosa  
Yacht Club Owners Association, Inc.