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*Restated Art*

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The Law Offices of  
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June 20, 2010

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Division of Corporations  
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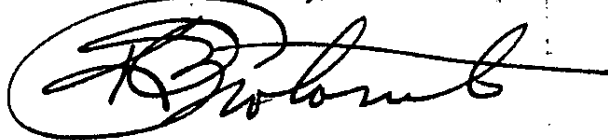
RE: Restated Articles of Incorporation  
The Harbour Yacht Club of Sand Key, Inc.

Dear Administrator:

Enclosed please find duplicate originals of the Restated Articles of Incorporation for the corporation, The Harbour Yacht Club of Sand Key, Inc., together with a copy of the Minutes of the Annual Shareholders Meeting dated March 6, 2010 with the unanimously approved resolution adopting these Restated Articles. Also enclosed is a check in the amount of forty-three dollars and seventy-five cents (\$43.75) as payment of the filing fees and for a certified copy of the Restated Articles of Incorporation.

Please do not hesitate to call me should you need additional information or have any questions about the enclosed Restated Articles. Thank you for your attention to this matter and for returning a set of certified originals to my office at your earliest convenience. Until then, I remain

Yours very truly,



Kenneth G. Protonentis, Esq.

**RESTATED ARTICLES OF INCORPORATION**  
**for**  
**THE HARBOUR YACHT CLUB OF SAND KEY, INC.**

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**RECITALS:**

The Board of Directors of The Harbour Yacht Club of Sand Key, Inc. (the "Corporation") considered the proposal and recommendation of the President, Kenneth G. Protonentis, that the Corporation restate its Articles of Incorporation. As permitted by Section 607.0821 of the Florida Business Corporation Act of 1990, as amended (the "Business Corporation Act"), the Board of Directors by Unanimous Written Consent in Lieu of a Special Meeting dated February 20, 2009 approved these Restated Articles of Incorporation for adoption by the Shareholders at their next Annual Meeting. These Restated Articles of Incorporation were unanimously approved and duly adopted by formal resolution of a majority of the Shareholders at their Annual Meeting held on March 6, 2010 as permitted by Section 607.0701 of the Business Corporation Act.

**ARTICLE I**

The name of the Corporation is The Harbour Yacht Club of Sand Key, Inc. and its duration shall be perpetual.

**ARTICLE II**

The Corporation is organized pursuant to the provisions of Section 607.0101 *et seq.* of Business Corporation Act.

**ARTICLE III**

The Corporation is a corporation for profit and is organized for the purpose of owning, managing and maintaining the Residential Marinas at 1581 and 1591 Gulf Boulevard, Clearwater, Florida (collectively, the "Marina") and for engaging in any and all lawful activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

The aggregate number of shares which the Corporation shall have the authority to issue and the par value of each of these shares is Three Thousand One Hundred (3,100) Shares of Common Stock with No Par Value.

*Restated Articles of Incorporation*  
**THE HARBOUR YACHT CLUB OF SAND KEY, INC.**

**ARTICLE V**

At all times, each holder of Common Stock of this Corporation shall be entitled to one vote for each share of such stock standing in the holder's name on the books of the Corporation. This Corporation shall not have cumulative voting.

**ARTICLE VI**

No shareholder of the Corporation shall have any preemptive or other first right to acquire any treasury shares or any additional issue of shares of stock or other securities of the Corporation, either presently authorized or to be authorized. This Article VI shall not prohibit the granting of any such right to any shareholder pursuant to any contract or other agreement.

**ARTICLE VII**

Any directorship to be filled by reason of an increase in the number of directors of this Corporation may be filled by the unanimous vote of the Board of Directors then in office. Any such directorship not so filled by the Board of Directors shall be filled by election at the next annual meeting of the Shareholders or at a special meeting of the Shareholders called for that purpose.

**ARTICLE VIII**

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Business Corporation Act any person who is made, or threatened to be made, a party to an action suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of this Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of this Corporation, or serves or served at the request of the Corporation as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The right to and amount of indemnification shall be determined in accordance with the provisions of the Business Corporation Act in effect at the time of the determination.

**ARTICLE IX**

Any contract or other transaction or determination between the Corporation and one or more of its directors, or between the Corporation and another party in which one or more of its directors are interested, shall be valid notwithstanding the presence or participation of such director or directors in a meeting of the Board of Directors which acts upon or in reference to such contract, transaction or determination, if the fact of such interest shall be disclosed or known to the Board of Directors and it shall authorize or approve such contract by a vote of the majority of the disinterested directors present and entitled to vote. Such interested director or directors may be counted in determining whether a quorum is present at any such meeting, but shall not be

*Restated Articles of Incorporation*  
**THE HARBOUR YACHT CLUB OF SAND KEY, INC.**

entitled to a vote on such contract, transaction or determination, and shall not be counted among the directors present for purposes of determining the number of directors constituting the majority necessary to carry such vote. If not authorized or approved by a majority of the disinterested directors as provided above, such contract, transaction or determination shall nevertheless be valid if ratified or approved by a vote of the Shareholders. Such interested director or directors shall not be disqualified from voting as Shareholders for ratification or approval of such contract, transaction or determination which should otherwise be valid under applicable law.

**ARTICLE X**

The Corporation shall have the right to purchase or otherwise acquire its own shares to the extent of the aggregate of unreserved and unrestricted earned surplus available thereof and unreserved and unrestricted capital surplus available therefor.

**ARTICLE XI**

The street address of the registered office of the Corporation is 1591 Gulf Boulevard, Penthouse 2, Clearwater, Florida 33767 and the registered agent of the Corporation at such address is Kenneth G. Protonentis.

**ARTICLE XII**

The street address of the corporate headquarters and principal business offices of the Corporation is 1591 Gulf Boulevard, Penthouse 2, Clearwater, Florida 33767.

**ARTICLE XIII**

The number of directors constituting the current Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Kenneth G. Protonentis  
1591 Gulf Boulevard, Penthouse 2  
Clearwater, Florida 33767

Carol Novak  
1581 Gulf Boulevard, Penthouse 2  
Clearwater, Florida 33767

**ARTICLE XIV**

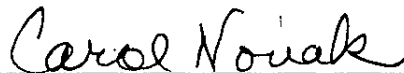
The Affiliated Transaction provisions which are set forth in Section 607.0901 of the Business Corporation Act shall not apply to this Corporation.

*Restated Articles of Incorporation*  
**THE HARBOUR YACHT CLUB OF SAND KEY, INC.**

**IN WITNESS WHEREOF**, the undersigned Directors Kenneth G. Protonentis, Michael T. Novak and Carol Novak, hereby adopt these Restated Articles of Incorporation on behalf of the Shareholders of The Harbour Yacht Club of Sand Key, Inc.



Kenneth G. Protonentis, Director & President  
The Harbour Yacht Club of Sand Key, Inc.



Carol Novak, Director & Secretary / Treasurer  
The Harbour Yacht Club of Sand Key, Inc.

**ACKNOWLEDGMENTS**

STATE OF FLORIDA  
COUNTY OF PINELLAS

Personally appeared before me this 21 day of <sup>June</sup> ~~February~~ 2010 the above named Kenneth G. Protonentis and Carol Novak to me known to be the President and Secretary, respectively, of The Harbour Yacht Club of Sand Key, Inc. (the "Corporation"), who executed the foregoing Restated Articles of Incorporation on behalf of the Corporation and who, after being sworn, stated under oath that he did so with full authority from the Shareholders and the Board of Directors.

My Commission Expires:  
MAY 3, 2014

  
Notary Public