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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ST. ANDREWS BAY YACHT CLUB, INC.**

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RESTATED ARTICLES OF INCORPORATION
of
ST. ANDREWS BAY YACHT CLUB, INC.

Pursuant to Chapter 617, Florida Statutes, and the laws of the State of Florida, the Board of Governors of St. Andrews Bay Yacht Club, Inc., a Florida Corporation Not For Profit (the "Yacht Club"), being the board of directors of the Yacht Club, with the approval of the members of the Yacht Club, hereby restate the Articles of Incorporation of the Yacht Club as follows:

ARTICLE 1
Name

The name of this not for profit corporation is ST. ANDREWS BAY YACHT CLUB, INC.

ARTICLE 2
Purpose

The purpose of the Yacht Club is to promote and provide support for the sport of sailing, power boating, water safety and related activities; as well as provide facilities for its members to share common interests in a social atmosphere of mutual camaraderie, both on and off the water.

ARTICLE 3
Board of Governors

The board of directors of the Yacht Club consisting of at least three (3) individuals may be referred to as the Board of Governors and shall be elected or appointed by the method of election or appointment stated in the By-Laws of the Yacht Club.

ARTICLE 4
Members

The relative rights or interests of the members of the Yacht Club as among themselves or in the property of the Yacht Club; the manner of termination of membership in the Yacht Club; the rights, upon termination of membership, of the terminated members and the remaining members of the Yacht Club; the transferability or non-transferability of membership in the Yacht Club; the designation of classes of members of the Yacht Club and the qualification rights of the members of each class; and the distribution of assets of the Yacht Club upon dissolution or final liquidation or, if otherwise permitted by law, upon partial liquidation; shall be as set forth in the By-Laws of the Yacht Club and applicable laws of the State of Florida.

ARTICLE 5
Term

The term for which the Yacht Club is to exist shall be perpetual unless the Yacht Club is terminated pursuant to the provisions of the By-Laws or otherwise by operation of law.

ARTICLE 6
By-Laws

The By-Laws of the Corporation shall be made or amended by the Board of Governors; provided that, such By-Laws or any amendments thereof shall be submitted for ratification to the membership at the annual meeting of the Yacht Club or any special meeting held for such purpose at which time the members of the Yacht Club shall adopt, reject or modify such By-Laws or amendments by approval of a majority of such membership present at such regular or special meeting provided that a quorum is present.

ARTICLE 7
Amendments

Amendments to these Articles of Incorporation may be proposed by the Board of Governors at any special or regularly called meeting for such purpose and shall be submitted to the membership at any regular or special meeting called for such purpose, and the same shall only be adopted by approval of a majority of such membership present at such regular or special meeting provided that a quorum is present.

**St. Andrews Bay Yacht Club, Inc.
Restated Articles of Incorporation
Page 2**

Address

ARTICLE 9
Approval of Members

December 16, 2010

Effect

SIGNATURES

Doug Sale - Advisory Past Commodore

m. c. P.
 Es. Butler
 Charles L. Reis
 William L. Klinger
 Thomas L. Klinger
 John L. Klinger
 John L. Klinger
 John L. Klinger

H11000015131 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Restated Articles of Incorporation of ST. ANDREWS BAY YACHT CLUB, INC., as registered agent of this not for profit Florida corporation, hereby consents to accept service of process for the above stated Corporation at the place designated in the Restated Articles of Incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper performance of his duties, and is familiar with and accepts the obligations of the positions of registered agent.



Jay Wallace
(Registered Agent)

H11000015131 3