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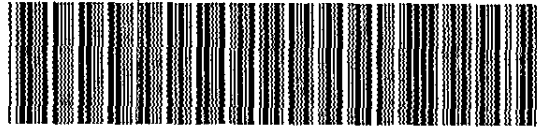
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TALLAHASSEE, FLORIDA

08/20/04--01027--013 **43.75

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amend
to state

MARKS GRAY

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August 19, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Charter Amendment: The Florida Yacht Club, Inc.

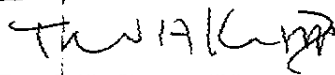
To Whom It May Concern:

Attached is the original Amended and Restated Charter of the Florida Yacht Club, Inc. together with our check payable to the Department of State in the amount of \$43.75. The check includes the \$35.00 filing fee for a non-profit corporation and \$8.75 for a certified copy of the enclosed Amendment.

Please file the enclosed Amendment and return the certified copy to:
Fred H. Kent, III, Esq. Marks Gray, P.A., 1200 Riverplace Blvd., Suite 800, Jacksonville, Florida 32207.

Please accept our thanks in advance for your prompt attention to this matter.

Sincerely,


Fred H. Kent, III

FHKIII
Enclosures

AMENDED AND RESTATED CHARTER OF
THE FLORIDA YACHT CLUB, INC.

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The Membership of the **FLORIDA YACHT CLUB, INC.** amends and restates the Amended Charter adopted on November 15, 1979, as amended on November 22, 1982, April 2, 2001 and November 19, 2001 (the "Amended Charter"), as follows:

1. Articles I through X of the Charter are hereby Amended and Restated in their entirety as follows:

ARTICLE I

The name of this Corporation shall be **THE FLORIDA YACHT CLUB, INC.**

ARTICLE II

The general nature and the object of this Club shall be as follows: The promotion of aquatic and athletic sports and the encouragement of social intercourse and mutual improvement.

ARTICLE III

SECTION 1. The Membership of the Club shall be divided into eleven (11) classes as follows:

- (a) Resident
- (b) Near Non-Resident
- (c) Non-Resident
- (d) Junior
- (e) Clergy
- (f) Special
- (g) Widow/Widower
- (h) Honorary Life
- (i) Honorary Life Widow
- (j) Honorary
- (k) Lady

The Qualifications for membership in each class shall be as follows:

(a) Resident Members shall consist of ladies and gentlemen, ages thirty-six (36) years or more, who reside within the counties of Duval, Clay, St. Johns, Nassau, and Baker, Florida (the "Five County Area"). The number of Resident Members shall be limited by the Bylaws.

(b) Near Non-Resident Members shall consist of persons who reside within the Five County Area, but outside the boundaries prescribed under the Near Non-Resident section of Article IV of the Bylaws. These members may request transfer to

Resident status by paying the balance of the applicable initiation fee in the amount required under the Bylaws.

(c) Non-Resident Members shall consist of persons, ages eighteen (18) years or more, who reside beyond the Five County Area. A Non-Resident Member, in good standing, who shall take up residence within the Five County Area, shall, on the date that residence is established within such territory, be automatically reclassified to the membership category according to such members' current age and place of residence. Such Member shall thereupon pay to the Club the balance of the initiation fee due at that time as required under the Bylaws. Any member who changes residence beyond the Five County Area shall, upon written request to the Club Secretary, be transferred to Non-Resident Membership, without any additional charge or initiation fee.

(d) Junior Members shall consist of young ladies and gentlemen between the ages of eighteen (18) years and thirty-five (35) years inclusive, who reside within the Five County Area. The number of Junior Members shall be limited by the Bylaws. A Junior Member in good standing upon attaining the age of thirty-six (36) years, shall automatically become a Resident Member and be transferred to the Resident Class and such Junior Member shall thereupon pay to the Club the balance of the initiation fee due at that time as required under the Bylaws.

(e) Clergy Members shall consist of duly ordained clergy not otherwise employed.

(f) Special Members shall consist of commissioned officers of the Armed Forces of the United States on active duty, stationed or maintaining their residence within the Five County Area.

(g) Widow/Widower Members shall consist of spouses of deceased Resident, Near Non-Resident, Non Resident, Junior, or Clergy Members. Such membership status shall exist for a period of one-year following the death of such member.

(h) Honorary Life Members shall consist of those members that joined the Club prior to January 1, 1993 and:

(i) who attained Honorary Life status on or before September 14, 1995, pursuant to the Club Charter in effect on such date; or

(ii) attain the age of seventy-two (72) years or older and have been a Resident member in good standing for twenty-five (25) consecutive years.

Notwithstanding anything contained herein, no member joining or reinstating membership in the Club after December 31, 1992, shall become an Honorary Life Member (except as provided above in cases of conspicuous meritorious services).

(i) Honorary Life Widow Members shall consist of wives of deceased Honorary Life Members.

(j) Lady Members shall consist of unmarried ladies, ages thirty-six (36) years or more, who attained membership or whose spouse was a Resident or Junior Member prior to May 28, 1992. The membership of a Lady Member shall automatically terminate upon her marriage. If within twelve (12) months of her termination by reason of marriage, her husband is invited to become a member, then a one-time credit will be given to him for any initiation fees previously paid. Lady Members shall be entitled to become Resident Members upon paying the Resident initiation fee as of the date of transfer, less the initiation fee previously paid.

(k) No proposed member shall be disqualified from election to the appropriate category set forth above by reason of age (provided that the proposed has reached the age of majority), race, color, sex, religion, creed, handicap or National origin.

SECTION 2. A Widow Member whose spouse was a Resident or Junior Member prior to May 28, 1992, at the end of her Widow Membership, may elect to become a Resident, Near Non-Resident, Lady, Junior, or, if applicable, a Non-Resident Member. And in any event shall be exempt from the payment of the initiation fee. Those Widow/Widower Members whose spouse attained membership after May 28, 1992, at the end of such membership may elect to become a Resident, Near Non-Resident, Junior, or if applicable, a Non-Resident Member upon paying the balance of the initiation fee due at that time as required under the Bylaws.

SECTION 3. Only Resident and Honorary Life Members shall be voting members and be entitled to hold office. Junior Members will have the right to vote on all matters with the exception of the election of the Board Members and Officers. Junior members shall have the right to elect one Junior member to the Board of Governor's and the Junior member so elected shall have equal voting power on the Board with the other members of the Board, but the Junior Members shall not be entitled to hold any other office. No other category of member shall be entitled to vote, hold office or have any voice in governance or management of the Club.

SECTION 4. The manner of admitting Resident, Near Non-Resident, Non-Resident, Junior and Clergy Members shall be as follows:

(a) Every proposal for membership shall be made in writing only by a Member in good standing, provided that the two (2) endorsers are voting members. No application made by a prospective member on his or her own behalf will be considered.

(b) Upon receipt of a proposal, the Board of Governors shall, by secret ballot, decide whether or not to submit the proposed name to a vote of the membership. Two negative votes shall amount to a rejection of the proposed name. If the proposed name is not rejected, then not less than ten days notice in writing, giving the name, address and occupation of the person proposed and of the persons proposing him shall be mailed,

postage prepaid, to each member then entitled to vote. Five or more negative votes in writing received from the membership shall automatically reject the proposed name.

(c) If less than five negative votes are received, the proposed name shall be voted upon by the Board of Governors at its next meeting. Two negative votes shall be sufficient to reject.

(d) A person rejected for membership shall not be balloted upon again by either the members or the Board of Governors for a period of six months.

SECTION 5. Special Members shall be elected by the Board of Governors, provided however, that no proposal for election to Special Membership shall be considered unless such proposal has the written endorsement of three members.

SECTION 6. Special Members who request transfer to other membership classifications shall be submitted to the Board of Governors and membership for consideration in accordance with ARTICLE III 4(b) and 4(c).

SECTION 7. The Bylaws of the Club may provide for the payment of initiation fees and dues and the amount thereof as additional prerequisites to becoming and remaining a Member in any class.

ARTICLE IV

This Club shall exist until dissolved or until it should be inoperative by operation of law.

ARTICLE V

The names and residences of the original subscribers hereto are as follows:

R.C. Turck	Jacksonville, Florida
J.Y. Wilson	Jacksonville, Florida
John L. Holmes	Jacksonville, Florida
W.R. Frazier	Jacksonville, Florida
W.B. Young, Jr.	Jacksonville, Florida
W.D. Jones, Jr.	Jacksonville, Florida
Edgar H. Rogers	Jacksonville, Florida
F.C. Reese	Jacksonville, Florida
W.J. O'Brien	Jacksonville, Florida
J.R. Stockton	Jacksonville, Florida

ARTICLE VI

SECTION 1. The Officers shall consist of a Commodore, a Vice Commodore, a Rear Commodore, a Secretary and a Treasurer.

SECTION 2. The Board of Governors shall consist of the Officers of the Club and nine members, one of whom shall be a Junior Member.

The Officers and members of the Board of Governors shall be elected as provided by the Bylaws.

ARTICLE VII

The names of the officers and governors who are to manage the affairs of the Club until the first election under the Charter and Bylaws are as follows:

R. C. Turk...	Commodore
J. Y. Wilson	Vice Commodore
John L. Holmes	Rear Commodore
W. R. Frazier	Secretary
W. B. Young, Jr.,.....	Treasurer

Board of Governors:

W.D. Jones, Jr.
W.J. O'Brien
F. C. Reese
Edgar H. Rogers
J.R. Stockton

ARTICLE VIII

The existing Bylaws of this Club as of the time of the adoption of these Articles shall constitute the Bylaws of the Club, but the same may be amended from time to time by Resolution adopted by a vote of two-thirds of the members present and entitled to vote at any regular or special meeting, provided that at least one week's notice of the general nature of the proposed amendment be given before such meeting.

ARTICLE IX

The highest loan indebtedness or liability to which this Club may at any time be subjected shall not exceed FOUR MILLION DOLLARS (\$4,000,000).

ARTICLE X

The amount in value of the real estate which this Club may hold shall be TWENTY MILLION DOLLARS (\$20,000,000), subject always to the approval of the Secretary of State, State of Florida.

CERTIFICATE OF APPROVAL OF AMENDMENT TO AMENDED CHARTER

We, the undersigned President/Commodore and Secretary of The Florida Yacht Club, Inc. do hereby certify that this Amendment and Restatement reflects amendments to the Amended Charter as described above and that each Amendment was duly approved by the Board of Governors and by the required vote of the Membership at a Special Meeting held on May 18, 2004 in full compliance with the Amended Charter and the By-Laws. We, the undersigned President/Commodore and Secretary do hereby file this Amendment and Restatement to the Amended Charter of the Florida Yacht Club, Inc.

E. Holt Graves
E. Holt Graves, President/Commodore

Frederick H. Kent, III
Frederick H. Kent, III, Secretary

Dated: August 18, 2004