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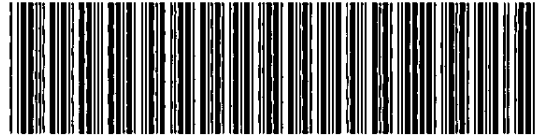
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April 24, 2008

Florida Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Filing Amended and Restated Articles of Incorporation for Buttonwood Harbour

Dear Division:

Enclosed are:

1. Original executed Amended and Restated Articles of Incorporation, and one copy.
2. Check for \$43.75 payable to Florida Dept. of State.

Please file and return a certified copy to me. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BUTTONWOOD HARBOUR ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of Buttonwood Harbour Association, Inc. were filed with the Florida Department of State on September 7, 1961, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

WHEREAS, not less than a majority of the Board of Directors approved the amendments and these Amended and Restated Articles of Incorporation, and

WHEREAS, not less than a majority of the voting interests approved the amendments and these Amended and Restated Articles at a meeting on March 27, 2008, and

WHEREAS, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

NOW THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of Buttonwood Harbour Association, Inc.

**ARTICLE I
NAME OF CORPORATION AND ADDRESSES**

The name of this corporation shall be Buttonwood Harbour Association, Inc., hereinafter referred to as Association. The principal address of the Association shall be 650 Longview Drive, Longboat Key, Florida 34228, and the mailing address shall be P. O. Box 8054, Longboat Key, Florida 34228. The Directors of the Association may change the location of the principal office or mailing address from time to time.

**ARTICLE II
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the Declaration of Covenants, Restrictions, and Easements for Buttonwood Harbour (Declaration).
2. To take such action as may be deemed appropriate to promote the health, safety, enjoyment, and welfare of the owners of the property within Buttonwood Harbour.
3. To add, replace, improve, maintain, and repair common areas within the Buttonwood Harbour for the benefit of the members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

**ARTICLE III
POWERS**

The Association shall have powers and privileges granted to a corporation not for profit under the

laws of the State of Florida, all the powers and privileges of a homeowner association under Chapter 720, Florida Statutes, and all powers reasonably necessary to implement and effectuate the purposes of the Association, except as may be limited or otherwise provided by these Articles or the Declaration.

ARTICLE IV MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

ARTICLE V DIRECTORS

A Board of Directors shall manage the affairs of the Association. The qualifications, method of election, and powers of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE VI OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association.

ARTICLE VII BYLAWS

The Bylaws may be altered, amended, or rescinded by the members in the manner provided by such Bylaws.

ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes.

2. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

3. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE IX AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, or repealed in the following manner. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which a proposed amendment will be considered.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the voting interests of the members of the Association. Except as elsewhere provided,

1. To be adopted, a resolution must be approved by not less than two-thirds of the members of the Association present in person or by proxy at a duly noticed and convened membership meeting, or by approval in writing by a majority of the total voting interests without a meeting.
2. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

**ARTICLE X
TERM**

The term of the Association shall be perpetual.

**ARTICLE XI
RESIDENT AGENT**

The Association has appointed Ronald J. Mario, 650 Longview Drive, Longboat Key, Florida 34228 as its registered agent and resident agent under the laws of the State of Florida. The Board may change the registered agent and registered office from time to time as permitted by law.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 17th day of April, 2008.

Buttonwood Harbour Association, Inc.


By: Ronald J. Mario, President