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ESTABLISHED 1956

June 1 2 00

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Venice Yacht Club, Inc..

Dear Sir:

We enclose original and one copy of Amended and Restated Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$43.75 to cover the cost of this filing and certified copy.

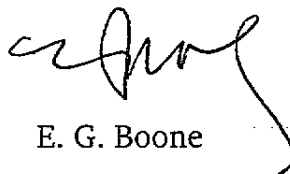
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| Filing Fee | \$ 35.00 |
| Certified Copy of Amended and Restated Articles | <u>8.75</u> |
| Total Filing Fee | \$ 43.75 |

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Please return a certified copy of the Amended and Restated Articles of Incorporation to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,


E. G. Boone

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TALLAHASSEE, FLORIDA

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C. Boone

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VENICE YACHT CLUB, INC.

We, the undersigned, being the Commodore and Secretary of **VENICE YACHT CLUB, INC.**, a Florida not-for-profit corporation, hereby certify that the following Amended and Restated Articles of Incorporation were duly adopted at a meeting of the Members on October 1, 1973, and that the number of votes cast for the amendments was sufficient for approval.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation is Venice Yacht Club, Inc., a corporation organized not for profit under a Certificate of Reincorporation issued March 13, 1962, by the Secretary of State of the State of Florida, under the provisions of Chapter 617, Florida Statutes. Its principal place of business is 1330 Tarpon Center Road, Venice, County of Sarasota, Florida.

ARTICLE II

The purposes for which this corporation is organized are as follows:

- (a) To encourage the proper use and enjoyment of yachts and boats; to assist in the education of Members of the corporation in the science of navigation and in the designing, building and sailing of boats; and to preserve the knowledge and folklore of mariner ways;
- (b) To own and operate an appropriate private waterfront club and other facilities in the furtherance of its purposes aforesaid and for the purpose of social communion among its Members and guests;
- (c) To encourage the education of the young people in the community in the science of navigation, the art of sailing and small boat handling by the sponsoring of a pram squadron, and/or other sailing and power boat squadrons as are approved by the Board of Directors;

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(d) To provide an opportunity for persons who share the aforesaid purposes to join forces in furtherance of such common pursuits.

ARTICLE III

The qualifications of Members and the manner of their admission to Membership shall be as provided in the Bylaws of the corporation.

ARTICLE IV

The term for which the corporation shall exist shall be perpetual or until otherwise legally terminated.

ARTICLE V

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than seven nor more than twelve Members who shall be elected or appointed at such time and in such manner as provided in the Bylaws. Officers of the corporation shall be as follows:

- (a) Six Flag Officers titled in order of ranks as follows: Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Fleet Surgeon, Fleet Chaplain;
- (b) Two Club Officers: a Treasurer, who shall be selected from the Membership of the Board of Directors, and a Secretary;
- (c) Historian.

The Commodore, Vice Commodore, Rear Commodore, and Treasurer shall be selected by the Board of Directors from its Membership. The duties of the Officers designated in (a), (b), and (c) above and the time and manner of their election or appointment shall be prescribed in the Bylaws. All Officers except the Commodore, Vice Commodore, Rear Commodore, and Treasurer shall be ex-officio Members of the Board of Directors, but without voting rights. At least one Member of the Board of Directors shall be a member of any Standing Committee established under the Bylaws and shall be appointed to serve on such Committee by the Board of Directors.

ARTICLE VI

The Bylaws of the corporation shall be made by the Membership and shall be for the government of the corporation subordinate only to these articles and the laws of the United States and of the State of Florida. Such Bylaws may be altered by the Membership as provided in Article VIII hereof.

Under the Bylaws, provision may be made for:

- (1) delegating to the Board of Directors full discretionary power of admitting or expelling Members, subject to any limitation on the number of Members in the various classifications as may be contained in the Bylaws.
- (2) prescribing that no incorporator or Member shall have any vested right, title or privilege of, in or to the assets, functions, affairs or franchises of the corporation; nor any right, title or privilege which may be transferable or inheritable, nor any right, title or privilege which may continue if his Membership ceases or while he is not in good standing.
- (3) delegating to the Board of Directors, pursuant to Bylaws approved by the Membership, the power to fix and assess regular or special dues or other assessments and to define the limits or occasions when such regular or special dues or other assessments shall be applicable;
- (4) prescribing limitations on the power of the Board of Directors with respect to the expenditure, or to a commitment to future expenditure, of funds of the Corporation.

ARTICLE VII

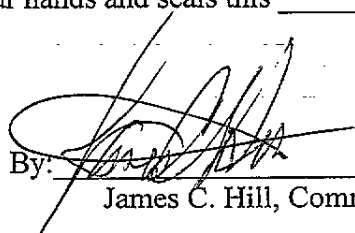
Upon dissolution of the corporation and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied and discharged and all of the remaining assets, property and income owned or held by the corporation, but not so owned or held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be expended for or applied to the purpose of the corporation, or one or more of such purposes, exclusively, by transferring and conveying such assets, property and income to one or more corporations or organizations engaged in activities substantially similar to those of this corporation (no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to

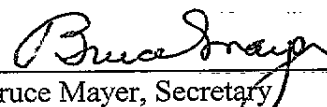
influence, legislation), in accordance with the laws governing not-for-profit corporations of the State of Florida, and no part of such remaining assets, property or income shall be distributed to Members or to any persons whatsoever.

ARTICLE VIII

Amendments, deletions, or additions to these Articles of Association may be proposed by the Board of Directors or by the Membership, provided any such proposal by the Membership shall be in the form of a petition signed by not less than fifty (50) regular members in good standing on the date of the petition and further provided that any such properly proposed amendment, deletion or addition shall be submitted to the Membership for vote only by written ballot through the mail and prior to the next annual or special meeting of members, in form identical to that proposed. The procedures for voting on such proposal shall be as provided in the Bylaws and the adoption of any such proposal shall be by the affirmative vote of not less than two-thirds (2/3) of the regular members in good standing and voting as specified in the Bylaws. Regular members not voting as specified in the Bylaws shall not be counted for the purpose of ascertaining said two-thirds (2/3) affirmative vote. In like manner, amendments, deletions, or additions to the Bylaws may be adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 15th day of June, 2000.

By: 
James C. Hill, Commodore

Attest: 
Bruce Mayer, Secretary

(Corporate Seal)