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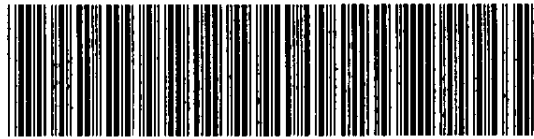
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2010 APR -5 AM 10:36
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TALLAHASSEE, FLORIDA

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Amended & Restated

TB

APR - 6 2010

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April 2, 2010

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

Re: Oceanside Golf and Country Club, Inc.

Dear Sir or Madam:

Enclosed is Amended and Restated Articles of Incorporation for Oceanside Golf and Country Club, Inc. Also enclosed is our firm check in the amount of \$43.75 to cover your filing fee and the cost of a certified copy.

Please return the certified copy to this office.

Thank you for your assistance in this matter.

Very truly yours,

Gay E. Rickmyre, Paralegal
for Jeffrey P. Brock

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OCEANSIDE GOLF AND COUNTRY CLUB INC**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to applicable provisions of Section 617, Florida Statutes, the undersigned hereby amend and restate the Articles of Incorporation of Oceanside Golf and Country Club Inc as follows:

ARTICLE I

The name of the corporation shall be "Oceanside Golf and Country Club Inc" having a principal place of business and mailing address of 75 North Halifax Avenue, Ormond Beach, Florida 32176.

ARTICLE II

The purpose for which the corporation is organized shall be to:

- a. Purchase, own and build, re-build and operate a country club, golf course and other facilities for the social and recreational use of its members and their invited guests, and to
- b. Engage in such activities and exercise all rights, powers and privileges conferred upon a not-for-profit corporation by the laws of Florida and in accordance with the provisions of Chapter 501. c. 7. of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (7) of the Internal Revenue Code of 1986 or amendments thereto.

ARTICLE III

- a. Property ownership interests in this corporation shall be limited to the record owners of one or more Certificates of Participation which term shall include collectively the Unit Certificates of Participation, the Series A Certificates of Participation, the Series

A-5 Certificates of Participation and such other certificates of participation as may be issued by the corporation from time to time for such consideration, terms and conditions as may be established by its Board of Directors. The corporation shall not issue more than seven hundred and fifty (750) Certificates of Participation.

b. No person, firm, corporation or association may own or hold more than fifteen (15) Unit Certificates of Participation. No Unit Certificate of Participation shall be transferrable without the prior written approval of the Board of Directors. Ownership of one or more Unit Certificates of Participation shall not entitle the record owner to active membership and the related voting and facility use rights and privileges, all as defined and provided in the by-laws of the corporation, as amended from time to time; provided, however, the inactive member owner of a Unit Certificate of Participation shall have the right to vote (one vote for each owned Unit Certificate of Participation) on matters involving the sale or transfer of substantially all of the corporation's real and personal property, on the distribution upon dissolution of the corporation's real and personal property and on the mortgaging and pledging of the corporation's real and personal property.

c. The record owners of Certificates of Participation who are active members of the corporation shall have the right to vote on all matters pertaining to the corporation's real and personal property and the business affairs of the corporation without the prior approval, joinder or ratification of the inactive members who are record owners of Unit Certificates of Participation. The voting rights of the record owners of Certificates of Participation who are active members include, without limitation, the right to adopt, approve and amend from time to time, a by-law that (i) authorizes and empowers the Board of Directors, subject to reasonable borrowing ceiling limitations, to mortgage and pledge the corporation's real and personal property in connection with financing the repairs and maintenance of the corporation's property and facilities or the purchase of real or personal property or in connection with borrowing funds necessary for the operation of the corporation's property and facilities; and, (ii) authorizes and empowers the Board of Directors or the President of the corporation to sell or dispose of items of personal property and

equipment that are not reasonably necessary, required or useable for the continuing operations of the corporation and its facilities.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The affairs of this corporation shall be managed by a Board of Directors elected from the membership at each annual meeting upon vote of the record holders of a Certificate of Participation who are active members of the corporation. Such Board of Directors shall consist of not less than seven (7) and not more than fifteen (15) as may be from time to time provided by the By-laws of the corporation. Such Board of Directors shall appoint, elect or designate from its members or otherwise, a President, one or more Vice Presidents, a Secretary and a Treasurer, whose duties shall be prescribed by the By-laws of this corporation. The Directors and Officers shall serve without compensation. The following are the current Directors and Officers of the Corporation who shall serve for the term that they were elected to until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office or death:

Keith Bulko – President/Director
63 Coquina Ridge Way
Ormond Beach, Florida 32174

Peter Flores – Director
403 Idlewood Drive
Ormond Beach, Florida 32176

William Loucks – Vice President/Director
410 Riverside Drive
Ormond Beach, Florida 32176

James Woods – Director
209 Pleasant Valley Drive
Daytona Beach, Florida 32114

Bonnie Collins – Secretary/Director
220 River Bluff Drive
Ormond Beach, Florida 32174

Mary Foster-Director
119 Shady Branch Trail
Ormond Beach, Florida 32174

Martin Favis – Treasurer/Director
90 Timberlake Lane
Ormond Beach, Florida 32174

Brian Lindahl- Immediate Past
President/Director
2300 N. Atlantic Ave. #901
Daytona Beach, Florida 32118

Michael Kulzer-Director
325 Riverside Drive
Ormond Beach, Florida 32176

Bob Scherer-Director
125 Shady Brach Trail
Ormond Beach, Florida 32174

ARTICLE VI

The By-laws of this corporation are to be made, altered, amended or rescinded by a majority vote of the active members present at any regular or special meeting duly or regularly called, provided, however, after adoption of By-laws any alteration, amendment or rescission thereof shall be initiated by a majority of the Board of Directors or by not less than twenty five (25) members, by proposal, in writing filed with the Secretary of the corporation who shall within not less than fifteen (15) days thereafter, give notice to each member of such proposed change, amendment or alteration of the corporation By-laws and the date, time and place of the membership meeting at which time the same is to be considered and acted upon. Such notice shall be in writing and mailed to each member at his or her last known address as shown by the records of the corporation.

ARTICLE VII

Amendments to these Articles of Incorporation shall be proposed by a majority of the Board of Directors or by not less than twenty five (25) members, and may be adopted by majority vote of the members present at any regular or special meeting duly and legally called; provided, however, each member shall be given not less than ten (10) days written notice of such proposed amendment and the date, time and place of meeting where such is to be considered and acted upon. Such notice shall be in writing by the Secretary to each member at his or her last known address as shown by the records of the corporation. No amendment can be adopted which would cause a loss of tax exempt status under Section 501 (c) (7) of the Internal Revenue Code of 1986.

ARTICLE VIII

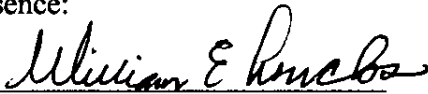
The name and street address for the registered agent for this corporation is Thomas A. Haskell 75 N. Halifax Drive, Ormond Beach, Florida 32176, who upon acceptance shall comply with the provisions of Section 617.0501, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE IX

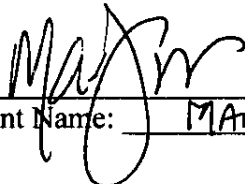
The Above Amended and Restated Articles of Incorporation were adopted September 8, 2009 by members of the Corporation and the number of votes cast was sufficient for approval. These Amended and Restated Articles of Incorporation shall be effective when duly filed with the Florida Secretary of State, Division of Corporations.

Signed, sealed and delivered in our
Presence:

Oceanside Golf and Country Club Inc


Print Name: William E. Loucks


Keith Bulko, President/Director


Print Name: MARK DUNN

STATE OF FLORIDA
COUNTY OF VOLUSIA

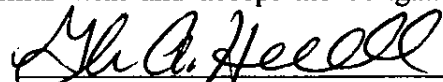
The foregoing instrument was acknowledged before me this 29th day of September, 2009, by Keith Bulko, as President/Director of Oceanside Golf and Country Club, Inc. a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me.




Notary Public, State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been appointed as registered agent for the above Corporation at the street address stated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Thomas A. Haskell