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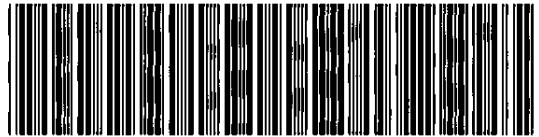
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FILED
09 MAY 20 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amelia Rotato
**bc*
5/20/09

GEORGE E. HARRIS, P.A.

ATTORNEY AT LAW

11380 Prosperity Farms Road, Suite 201
Palm Beach Gardens, FL 33410-3477
Telephone 561/622-7755 Telefax 561/622-8422

May 18, 2009

Secretary of State
Attn: Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation of Tequesta Country Club

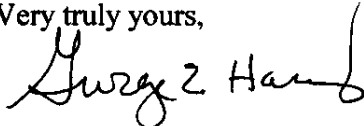
Dear Madam/Sir:

Enclosed herewith for filing are the Amended and Restated Articles of Incorporation of the above-referenced corporation together with a copy to be certified and returned to this office. We have included a self-addressed stamped envelope for your convenience in returning the certified copy to this office.

Also enclosed is our firm check in the amount of \$43.75 to cover your costs and fees.

Thank you for your cooperation in this matter.

Very truly yours,



GEORGE E. HARRIS

GEH/lmh

Enclosures: As noted above

cc: Tequesta Country Club

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TEQUESTA COUNTRY CLUB**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

A. The name of the Corporation is TEQUESTA COUNTRY CLUB, hereafter referred to as the "Corporation".

B. The Amended and Restated Articles of Incorporation were adopted by a vote of more than two-thirds of those Members who were eligible and qualified to attend and vote and who were also present in person or by proxy at a meeting of the Members held on March 3, 2009.

C. Accordingly, the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

FILED
09 MAY 10 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND LOCATION**

The name of this corporation is TEQUESTA COUNTRY CLUB and its principal office is located in the Village of Tequesta, Palm Beach County, Florida.

**ARTICLE II
TERM OF EXISTENCE**

The term of existence of the Corporation shall be perpetual.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Corporation shall be 201 Country Club Drive, Tequesta, Florida 33469 or, at such other place as may be designated from time to time, by the Board of Governors.

ARTICLE IV PURPOSE

The purpose for which the Corporation is organized is to engage as a non-profit organization to acquire, own and operate the golf and country club facilities and to perform all of the duties and obligations and exercise all powers and privileges of the Corporation as set forth in the Bylaws of the Corporation.

ARTICLE V POWERS

The Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide. The "Board of Governors" shall have full authority to exercise powers of the Corporation subject to restrictions in the Bylaws or otherwise provided by law. All funds and title to all properties acquired by the Corporation and the proceeds thereof shall be held in accordance with the provisions of the Bylaws. No part of the income, if any, of the Corporation shall be distributed to the members, governors, or officers of the Corporation.

ARTICLE VI MEMBERSHIP

The Corporation shall have no capital stock and shall be composed of members rather than shareholders. Qualification for, and acquisition of, membership in the Corporation shall be regulated by the Bylaws. Members of the Corporation shall have such voting rights as are provided in the Bylaws. A membership certificate may be transferred only through the Corporation in accordance with the procedure set forth in the Bylaws. Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

ARTICLE VII
BOARD OF GOVERNORS AND OFFICERS

The affairs of the Corporation shall be managed by the Board of Governors and the officers. The Board of Governors shall consist of nine (9) members. The officers shall be a President, Vice-President, Secretary and Treasurer. The qualifications and requirements necessary to be a member of the Board of Governors or an officer shall be set forth in the Bylaws of the Corporation. The members of the Board of Governors shall be elected as provided in the Bylaws. The terms of office of the members of the Board of Governors and of the officers shall be as set forth in the Bylaws of the Corporation. The officers shall be elected by the Board of Governors as set forth in the Bylaws of the Corporation. In the event a vacancy should occur in any office or on the Board of Governors by reason of death, resignation or other disability, the same shall be filled in accordance with the procedures provided in the Bylaws.

ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND GOVERNORS

To the fullest extent allowed, the Corporation shall indemnify and hold harmless each person who shall serve at any time as a member of the Board of Governors or an officer of the Club from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a member of the Board of Governors or an officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such member of the Board of Governors or officer of the Club, and shall reimburse each such person for all legal and other expenses reasonably, actually and necessarily incurred by him or her in connection with any such claim or liability as provided in the Bylaws of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which officer or governor may be entitled.

ARTICLE IX
BYLAWS

The Bylaws of the Corporation may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation.

ARTICLE X
DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the membership certificates in the Corporation on a pro rata basis as provided in the Bylaws.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by (i) a majority vote by all of the members of the Board of Governors, and (ii) a majority of the votes cast by members who are eligible and qualified to attend and vote under the Bylaws at any duly called constituted annual or special meeting of the members at which a quorum, as defined in the Bylaws, is present. Any notice for a membership meeting at which amendments to the Articles of Incorporation are to be voted upon shall contain a specific statement to that effect and shall include or attach the text of the proposed amendment.

ARTICLE XII
CONSTRUCTION

In the event of any conflict between the terms of the Articles of Incorporation, the Bylaws or the Rules and Regulations for the Corporation, the following order of priority shall apply: the Articles of Incorporation, the Bylaws and the Rules and Regulations.

These Amended and Restated Articles of Incorporation are signed the 12th day of May, 2009.



William J. Taylor
President of the Corporation

STATE OF FLORIDA)

SS

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of May, 2009 by William J. Taylor, President of Tequesta Country Club. He is personally known to me or has produced _____ as identification.

Dianne M. Zuccarelli

Printed Name: DIANNE M. ZUCCARELLI

