

Division of Corporations

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719246

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENTPERDIDO KEY ASSOCIATION, INCORPORATED

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Amended & Restated

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 1, 2003

PERDIDO KEY ASSOCIATION, INCORPORATED
PO BOX 34001
PENSACOLA, FL 32507US

SUBJECT: PERDIDO KEY ASSOCIATION, INCORPORATED
REF: 719246

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

Please entitle your document Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist
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FRESE, NASH & HANSEN, P.A.

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May 1, 2003

VIA FACSIMILE ONLY: (850) 205-0380

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

Re: *Perdido Key Association, Incorporated; FAX Audit No. H03000170607 3*
Our File No. 203-0389

Dear Sir or Madam:

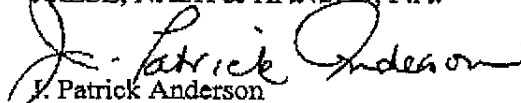
As requested, attached please find the following regarding the above-referenced corporation:

1. Copy of your correspondence dated May 1, 2003;
2. Fax cover sheet dated April 30, 2003, regarding electronic filing of the Amendment; and
3. Amended and Restated Articles of Incorporation which have been corrected as requested in your May 1, 2003, correspondence.

Please file this Amendment and return a certified copy to my office. Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,

FRESE, NASH & HANSEN, P.A.



J. Patrick Anderson

(Signed in his absence to avoid delay)

JPA:pip
Att.

Total Pages: 7, including this page

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF PERDIDO KEY ASSOCIATION, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1002 and 617.1007 of the Florida Statutes, Perdido Key Association, Incorporated (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation as an amendment and restatement of the original Articles of Incorporation filed with the Florida Department of State on the 2nd day of September, 1970, as amended pursuant to the Articles of Amendment to Articles of Incorporation filed with the Florida Department of State on the 11th day of June, 1986.

ARTICLE A - NAME

The name of this Corporation is Perdido Key Association, Incorporated.

ARTICLE B - ADOPTION AND TEXT OF AMENDMENT

The amended and restated Articles of Incorporation were voted on and adopted by the Corporation's members at the annual meeting of the members held on March 22, 2003. The number of votes cast for the amended and restated Articles of Incorporation were sufficient for approval. The Articles of Incorporation were amended and restated to read as follows:

"ARTICLE I - NAME

The name of this Corporation is Perdido Key Association, Incorporated.

ARTICLE II - DURATION

The Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The purpose of the Corporation is to operate exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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ARTICLE IV - PRINCIPAL OFFICE

The street and mailing address for the principal office of the Corporation is 14407 Perdido Key Drive, #2B, PO Box 34001, Pensacola, Florida 32507.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and address of the registered agent is Teresa C. Domurat, 14407 Perdido Key Drive, #2B, Pensacola, Florida 32507.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws, or adopt new Bylaws, shall be vested in the Corporation's Board of Directors. The procedure for the Board to alter, amend or repeal the Bylaws, or adopt new Bylaws shall be set forth in the Bylaws. In the event of any conflict or inconsistency between the Bylaws and these Articles of Incorporation, the provisions of these Articles of Incorporation shall control.

ARTICLE VII - BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by the Board of Directors. The number of Directors may be increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than three (3). The Board of Directors shall be members of the Corporation and shall be elected and hold office in accordance with the Bylaws.

ARTICLE VIII - OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation.

ARTICLE IX - MEMBERSHIP

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

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ARTICLE X - PROHIBITED ACTIVITIES

No substantial part of the activities of the Corporation shall be for the carrying on of 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 articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future federal internal revenue law).

ARTICLE XI - PROHIBITED DISTRIBUTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. Notwithstanding the above, no compensation shall be paid for any services rendered as a Director of the Corporation.

ARTICLE XII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

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ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended or supplemented upon approval by two-thirds (2/3) of the members voting in person or by mail at the Annual Meeting of the Corporation, or at a Special Meeting of the Members. Notice shall be given as provided in the Bylaws.

ARTICLE C - EFFECTIVE DATE OF AMENDMENT AND RESTATEMENT

The effective date of the amendment and restatement of the Articles of Incorporation of the Corporation set forth hereinabove will be as of the date of filing of these Articles of Amendment to the Articles of Incorporation with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has acknowledged and executed these Articles of Amendment to the Articles of Incorporation this 1ST day of April, 2003.

PERDIDO KEY ASSOCIATION, INCORPORATED

By: 

Print Name: R. S. DEWITT

Title: PRESIDENT

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