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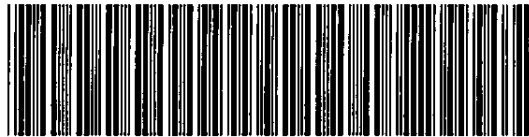
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07 MAY -4 AM 10: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

Amend & Rest.

C. Coultate MAY 10 2007

CORNETT, GOOGE & ASSOCIATES, P.A.

JANE L. CORNETT
HOWARD E. GOOGE*
ROBERT G. RYDZEWSKI JR.

CHARLES W. SINGER
OF COUNSEL

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MICHAEL O. DERMODY**

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*CERTIFIED CIRCUIT CIVIL MEDIATOR
**ADMITTED IN NEW JERSEY

May 1, 2007

Fla. Dept. Of State
Division of Certifications
Post Office Box 6327
Tallahassee, FL 32314

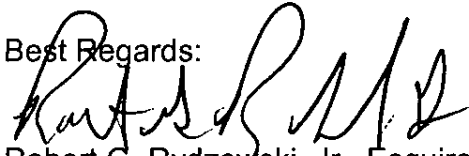
Re: Amended and Restated Articles of Incorporation of Beachwood Villas
Condominiums, Inc. .

To Whom It Concerns:

Enclosed are the Amended and Restated Articles of Incorporation of Beachwood Villas Condominiums, Inc., for filing with the Florida Department of State, Division of Corporations. I have enclosed a photocopy to be date stamped and returned to this office in the postpaid envelope attached. I have also enclosed a \$35 check for your fee.

If you have any questions, please do not hesitate to contact this office.

Best Regards:



Robert G. Rydzewski, Jr., Esquire
RGR/nth
Enc.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BEACHWOOD VILLAS CONDOMINIUMS, INC.**

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on January 27, 1975 and recorded in Public Records of Martin County, Florida at Official Records Book 382, Page 1564, et seq.

ARTICLE I

The name of this corporation shall be:

BEACHWOOD VILLAS CONDOMINIUMS, INC.

ARTICLE II

The general purpose of this non-profit corporation shall be as follows:

To be the "Association" (as defined in the Condominium Act of the State of Florida, Florida Statute 718 et seq.) for the operation of

BEACHWOOD VILLAS CONDOMINIUMS, INC.

a condominium created pursuant to the provisions of the Condominium Act; and as such Association, to operate and administer said condominium and carry out the functions and duties of said condominium as set forth in the Declaration of Condominium established for said condominium together with all of the exhibits attached thereto.

ARTICLE III

All persons who are owners of condominium parcels within said condominium shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer the owner of a condominium parcel. Membership in this corporation shall be limited to such condominium parcel owners.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY -4 AM 10:01

APPROVED
AND
FILED

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium filed for said condominium among the Public Records of Martin County, Florida.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than five (5) persons, and in the exact number of persons as specified in said By-Laws. The time for holding the first meeting of Directors and the provisions for the election of Directors and provisions respecting the removal, disqualification and resignation of Directors, and for filling vacancies on the Board of Directors, shall be established by the By-Laws.

Section 2. The principal officers of the corporation shall be:

President
Vice President
Secretary
Treasurer

who shall be elected from time to time in the manner set forth in the By-Laws adopted by the corporation.

ARTICLE VI

The By-Laws of the corporation shall initially be made and adopted by its first Board of Directors. Thereafter, the By-Laws may be amended as provided therein.

ARTICLE VII

These Articles of Incorporation may be amended, altered, supplemented, or modified by the membership at the Annual Meeting, or at a duly convened special meeting of the membership, by a majority vote of all members of the Association entitled to vote. Said Amendment shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the Corporate Seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees paid.

ARTICLE VIII

This Corporation shall have all of the powers set forth in the Florida Statutes, all of the powers set forth in the Condominium Act of the State of Florida, and all powers granted to it by the Declaration of Condominium and Exhibits annexed thereto.

ARTICLE IX

There shall be no dividends paid to any of the members nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses, etc. The Corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members shall be upon such terms and conditions as provided for in the Declaration of Condominium and By-Laws. The voting rights of the owners of parcels in said condominium property shall be as set forth in the Declaration of Condominium and/or By-Laws.

ARTICLE X

The principal office of the corporation shall be located c/o Advantage Property Management, LLC, 1111 SE Federal Highway, Suite 100, Stuart, FL 34994 but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

This Amended and Restated Articles of Incorporation of BEACHWOOD VILLAS CONDOMINIUMS, INC. has been approved by the unanimous vote of the Board of Directors and by the majority vote of the membership, which votes were sufficient for approval, on April 20, 2007, 2008.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 20th day of April, 2007, 2008.

WITNESSES:

[Signature]
Witness #1 Signature

Donald E. Anderson
Witness #1 Printed Name

[Signature]
Witness #2 Signature

Louise A. Loveloy
Witness #2 Printed Name

[Signature]
Witness #1 Signature

BARBARA SHEA
Witness #1 Printed Name

[Signature]
Witness #2 Signature

HELEN M. FLYNN
Witness #2 Printed Name

BEACHWOOD VILLAS CONDOMINIUMS, INC.

By: [Signature]
George Breault, Its President

By: [Signature]
John Magnacca, Its Secretary

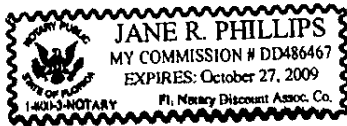
CORPORATE
SEAL



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on the 20th day of April, 2007 by George Breault, as President of Beachwood Villas Condominiums, Inc., who is ~~X~~ personally known to me, [] or produced identification in the form of _____.

Notarial Seal

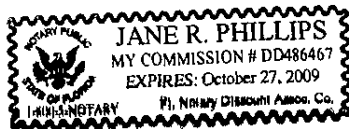


Jane R. Phillips
NOTARY PUBLIC
Printed Name: Jane R. Phillips
Commission Expires: 2009

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on the 20th day of April, 2007 by John Magnacca, as Secretary of Beachwood Villas Condominiums, Inc., who is ~~X~~ personally known to me, [] or produced identification in the form of _____.

Notarial Seal



Jane R. Phillips
NOTARY PUBLIC
Printed Name: Jane R. Phillips
Commission Expires: 2009