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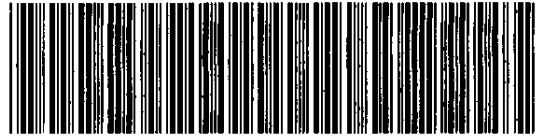
(Business Entity Name)

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10 MAY 20 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amended
&
Restated
Art*

DC

MAY 28 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Beach Club Colony Cove Inc.

DOCUMENT NUMBER: 732 566

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kim Zimmerman
(Name of Contact Person)

(Firm/ Company)

1961 SW 68 Avenue
(Address)

Plantation, FL 33317
(City/ State and Zip Code)

KVZ@lacflorida.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kim Zimmerman at (954) 232-9390
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Beach Club Colony Cove Inc.
200 El Mar Drive
P.O. Box 6040
Jensen Beach, Fl 34957

May 28, 2010

Re: Amending Articles of Incorporation-
Request for date of "adoption"
Request for Exhibit "A" under Article II

To Whom It May Concern,

The date of Adoption was the same date the Articles were approved on March 20, 2010. I spoke with the Attorney, Elizabeth P. Bonan, Esq., who handled the amendments for the Articles of Incorporation and she said Exhibit "A" is the legal description of the Marina. Please see attached Property Record from the St. Lucie County Property Appraiser's office. If you have any questions please call.

Sincerely,



Kim Vinot Zimmerman, President
Beach Club Colony Cove Inc., Marina

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF BEACH CLUB COLONY COVE, INC.

FILED
10 MAY 20 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The purpose of these Amended and Restated Articles of Incorporation is to continue the purpose of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on April 25, 1975.

ARTICLE I. NAME

The name of the corporation shall be Beach Club Colony Cove, Inc. For convenience the corporation shall be referred to in this instrument as the " Association ".

ARTICLE II. PURPOSE

2.1 The purpose for which the Association was organized was to form a corporation not for profit under Chapter 617, Florida Statutes and to provide an entity for the ownership, use and operation of a marina located upon the following land in St Lucie County, Florida, more particularly in Exhibit "A" which is attached hereto and made apart hereof.

2.2 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III. POWERS

The powers of the Association shall include and be governed by the following provisions:

- 3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of those Articles of Incorporation.
- 3.2 The Association shall specifically have all of such powers and duties, and all of the powers and duties reasonably necessary to implement the same, as are required to carry out the purposes of the Association, including but not limited to the following:
- a. To make and collect dues and assessments against Association members to defray the costs, expenses, taxes, utilities and losses of or in connection with Association property.
 - b. To use the proceeds of dues and assessments in the exercise of its powers and duties.
 - c. The maintenance, repair, replacement and operation of the Association property.
 - d. The purchase of insurance upon the Association property and insurance for the protection of the Association and its members.
 - e. The reconstruction of improvements after casualty and the future improvement of the Association property.
 - f. To make and amend reasonable rules and regulations respecting the use of the Association property; provided, however, that all such rules and regulations and their amendments shall be approved by not less than a majority of the outstanding membership shares.
 - g. To enforce by legal means the provisions of these Articles of Incorporation, the Bylaws of the Association and the Rules and Regulations for the use of the Association property, including, but not limited to, the levying of fines for violations.
 - h. To contract for the management of the Association and to delegate to such manager all powers and duties of the Association except such as are specifically required by those Articles of Incorporation and the Bylaws to have approval of the board of directors or the membership of the Association.
 - i. To employ personnel to perform the services required for the proper operation of the Association.

j. To issue shares to legible persons or entities. The maximum number of shares that may be issued by the corporation is one hundred and twenty four (124).

3.3 The Association shall not have the power to purchase a members interest in the Association located on the Association property except at sales in foreclosure of liens for dues or assessments for common expenses, at which sales the Association shall bid no more than the secured lien.

3.4 The powers of the Association shall be subject to and be exercised in accordance with these Articles of Incorporation and the Bylaws.

ARTICLE IV. MEMBERS

4.1 The members of the Association shall consist of certificate holders entitled to the use of a boat slip(s) and finger pier(s) as indicated on the membership certificate, located on the Association property. The only persons or entities eligible for membership in the Association are owners of a parcel within Beach Club Colony Section One according to the plat thereof recorded in Plat Book 16, Page 11, St Lucie County, Florida public records and owners of a condominium unit in Beach Club Colony Condominium Apartments Condominium Building A and Condominium Building B.

4.2 Any change of ownership in a membership certificate of the association shall be established by the delivery to the Association of the membership certificate being sold or otherwise transferred by a member. The owner designated by any such transfer of the membership certificate thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The membership certificate of a member and the member's share in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the right to use the boat slip(s) and finger pier(s).

4.4 The owner of each membership certificate shall be entitled to one vote for each share designated on the membership certificate as a member of the Association. The exact number of votes to be cast by certificate holders and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V. DIRECTORS

5.1 The affairs of the Association will be managed by a board consisting of the number of Directors determined by the Bylaws. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected at the annual meeting of the members in the manner determined by the bylaws.

ARTICLE VII. INDEMNIFICATION

Every director and any officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and exclusive of all rights to which such director or officer may be entitled.

ARTICLE VIII. BYLAWS

The Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- 9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- 9.2 A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the secretary at or prior to the meeting.
- 9.3 Such approvals must be by not less than 51% of the entire membership of the board of directors and by the owners of not less than 75% of the shares of the Association.
- 9.4 Provided, however, that no amendment shall make any changes in the qualifications for membership, nor voting rights of members, nor any change in Section 3.3 of Article III without approval in writing by all members.
- 9.5 A copy of each amendment shall be certified by the Secretary of State.

ARTICLE X. TERM

The term of the Association shall be perpetual.

ARTICLE XI. REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office of the corporation shall be as designated from time to time by the Board of Directors.

These Amended and Restated Articles of Incorporation for BEACH CLUB COLONY COVE, INC. were approved at a duly called meeting by at least 75% of the members of the Association, which vote was sufficient for approval, on March 20, 2010.

IN WITNESS WHEREOF, the undersigned has caused the presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 28 day of March, 2008-2010

WITNESSES AS TO PRESIDENT:

BEACH CLUB COLONY COVE, INC.

[Signature]

By: [Signature]

Print Name#1 Liliana Varola

Kim Zimmerman President

[Signature]

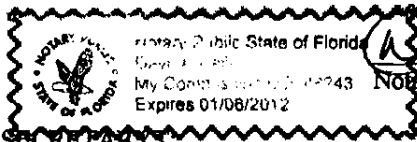
Print Name #2 Vicki Rethemeyer

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me on March 27th, 2008, 2010
by Kim Zimmerman as President of Beach Club Colony Cove, Inc. N who is personally
known to me, or [] who has produced identification [Type of Identification: _____]

NOTARIAL SEAL



[Signature]
Notary Public

WITNESSES AS TO SECRETARY:

[Signature]

By: [Signature], Its Secretary

Print Name#1: Jason Cox

CORPORATE

[Signature]

Print Name #2: Joseph C DARGIS

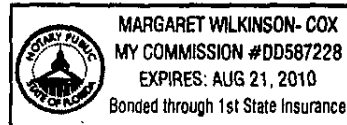
SEAL

STATE OF FLORIDA

COUNTY OF _____

The foregoing instrument was acknowledged before me on _____, 2008, by 2010
_____, as Secretary of Beach Club Colony Cove, Inc [] who is personally known
to me, or [] who has produced identification [Type of Identification: _____]

NOTARIAL SEAL



[Signature]
Notary Public

PROPERTY RECORD CARD

Beach Club Colony Cove Inc Record: 1 of 1

<<Prev Next >> Spec.Assmnt Taxes Exemptions Permits Home Print

Property Identification

Site Address: 200 El Mar Dr
 Sec/Town/Range: 11 :37S :41E
 Map ID: 45/11A
 Zoning: HIRD

ParcelID: 4511-110-0005-110-8
 Account #: 123018
 Land Use: AIRPT/MARINA
 City/Cnty: St Lucie County



Ownership and Mailing

Owner: Beach Club Colony Cove Inc
 Address: PO Box 8040
 Jensen Beach FL 34957

Legal Description

11 37 41 THAT PART OF GOVT LOTS 2 AND 3 MPDAF: FROM NW COR
 GOVT LOT 1 RUN S 00 DEG 34 MIN 41 SECE 60
 More... see below

Sales Information

Date	Price	Code	Deed
7/1/1977	35000	02	CV

Book/Page
0270 / 2731

Assessment 2009 Final
 2009 Final: 124000
 Assessed: 124000
 Ag.Credit: 0
 Exempt: 124000
 Taxable: 0
 Taxes: 0

Total Land and Building
 Land Value: 88000 Acres: 0.88
 Building Value: 36000
 Finished Area: 0 SqFt

BUILDING INFORMATION

No Sketch
 Available



Exterior Features

View:	-	RoofCover:	-	RoofStruct:	-
ExtType:	-	YearBlt:	-	Frame:	-
Grade:	-	EffYrBlt:	-	PrimeWall:	-
StoryHght:	-	No.Units:	-	SecWall:	-

Interior Features

BedRooms:	-	Electric:	-	PmIntWall:	-
FullBath:	-	HeatType:	-	AvgHtFt:	-
1/2Bath:	-	HeatFuel:	-	Pm.Floors:	-
%A/C:	-	%Heated:	-	%Sprinkled:	-

Special Features and Yard Items

Type	Y/S	Qty.	Units	Qual.	Cond.	YrBlt.	No.	Land Use	Type	Measure	Depth
SLP1 - CondBoatSlp1	Y	1	18	AV	AV	1989	1	2000-AIRPT/MARINA	535 -Acres	0.88	

Land Information

THIS INFORMATION IS BELIEVED TO BE CORRECT AT THIS TIME BUT IT IS SUBJECT TO CHANGE AND IS NOT WARRANTED.

Full Legal Description

11 37 41 THAT PART OF GOVT LOTS 2 AND 3 MPDAF: FROM NW COR GOVT LOT 1 RUN S 00 DEG 34 MIN 41 SECE 604.44 FT, TH S 00 DEG 14 MIN 41 SEC E 296.35 FT, TH S 89 DEG 53 MIN 49 SEC W 517.98 FT TO POB, TH S 45 DEG 01 MIN 31 SEC E 134.15 FT, TH S 44 DEG 58 MIN 29 SEC W 50 FT, TH N 45 DEG 01 MIN 31 SEC W 10 FT, TH S 44 DEG 58 MIN 29 SEC W 101 FT, TH N 35 DEG 20 MIN 05 SEC W 129.23 FT, TH S 88 DEG 00 MIN, 19 SEC W 148.95 FT, TH N 29 DEG 30 MIN W 101.41 FT, TH N 88 DEG 00 MIN 19 SEC E 168 FT, TH N 89 DEG 53 MIN 49 SECE 124.54 FT TO POB (0.88 AC) (5-F) (OR 270-2731)

"EXHIBIT A"