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ATTN: DARLENE

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SECRETARY OF STATE
TAMPA, FLORIDA
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FEB 02 1998

02/02/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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9:02 A.M.

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A. ACCT#: 075410002172
CONTACT: KAREN S LABORDE
PHONE: (941)334-4121 FAX #: (941)332-4494
NAME: TENNIS VILLAS CONDOMINIUM ASSOCIATION, INC.
AUDIT NUMBER.....H98000002128
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50
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FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF
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* ENTER 'M' FOR MENU. **

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Alt-Z FOR HELPS VT102 3 FDX 3 1200 E71 3 LOG CLOSED 3 PRINT OFF 3 MODEM

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DIVISION OF CORPORATIONS

Amended & Restated
Art.
2-2-98
DC

02/02/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

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98 FEB -2 AM 10:04
DIVISION OF CORPORATIONS

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
TENNIS VILLAS CONDOMINIUM ASSOCIATION, INC.:

These are the Amended and Restated Articles of Incorporation of Tennis Villas Condominium Association, Inc. originally filed with the Florida Department of State on January 12, 1977. Amendments included have been adopted pursuant to F.S. 617.1007. There is no discrepancy between the Articles of Incorporation as heretofore amended and these Restated Articles other than the inclusion of these amendments and the omission of matters of historical interest.

ARTICLE I

The name of this corporation is
TENNIS VILLAS CONDOMINIUM ASSOCIATION, INC.

ARTICLE II
PURPOSES:

The purpose for which this corporation is organized is to act as the governing association of Tennis Villas Condominium, located on Captiva Island, Lee County, Florida. The Association's principal address is South Seas Plantation Resort, Captiva Road, Captiva, FL 33924. Its mailing address is: P. O. Box 194, Plantation Road, Captiva, Florida 33924.

ARTICLE III

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION:

The qualification of members and the manner of their admission shall be as follows: Any person or persons who hold title in fee simple to a Condominium unit in the Condominium shall by virtue of such ownership be a member of this Corporation; provided however, that the approval requirements contained in the Declaration of Condominium must have been met before a person's membership commences. No other persons shall be members.

Prepared By: Thomas H. Gunderson, Esq. - 1 -
Florida Bar No.: 745243
1715 Monroe Street
Fort Myers, Florida 33901
(941) 334-4121

FAX AUDIT NO.: H98000002128

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE IV

TERM OF EXISTENCE:

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes Chapter 617, as amended.

ARTICLE V

DIRECTORS AND OFFICERS:

The affairs of this Corporation shall be managed by a governing Board of from five (5) to six (6) Directors who shall be members of the Association or the spouses of members and who shall be elected at the time and place the Annual Meeting of the Corporation is scheduled to occur, regardless of whether a quorum is present as provided for in the By-Laws. The officers shall be: a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other assistant officers as the Directors shall decide. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

ARTICLE VI

BY-LAWS:

The ByLaws of this Corporation may be made, altered, amended or repealed by a majority of the members' voting interests as provided for in the By-Laws.

ARTICLE VII

AMENDMENT OF ARTICLES OF INCORPORATION:

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

- 2 -

An Amendment may be proposed by either the Board of Directors or by twenty-five percent of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the By-Laws, which includes a notice of the substance of the proposed Amendment, or by written agreement as provided for in the Declaration of Condominium.

The Amendment must be approved by a vote of a majority of the members' voting interests.

These Amended and Restated Articles of Incorporation were duly adopted by the required percentage of the membership, which was a sufficient number for approval, on ~~December 29th 1998~~.

Signed this 19th day of JANUARY, A.D. 1998:

TENNIS VILLAS CONDOMINIUM
ASSOCIATION, INC.

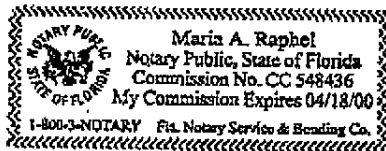
By: William Pace
Print: William Pace
President

By: James P. Freedman
Print: James P. Freedman
Secretary

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 19th day of JANUARY, 1998, by **WILLIAM PACE**, as President of **TENNIS VILLAS CONDOMINIUM ASSOCIATION, INC.**, a Florida non-profit corporation, on behalf of said corporation. He is personally known to me or has produced as identification.



Notary Public:
(Sign) *Maria A. Raphael*
(Print) MARIA A. RAPHEL

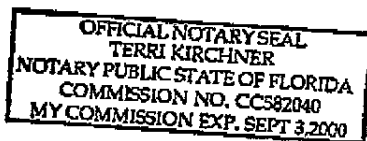
State of Florida (SEAL)

My Commission Expires: APRIL 18, 2000

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 22 day of January, 1998, by **JAMES P. FREEDMAN**, as Secretary of **TENNIS VILLAS CONDOMINIUM ASSOCIATION, INC.**, a Florida non-profit corporation, on behalf of said corporation. He is personally known to me or has produced as identification.



Notary Public:
(Sign) *Terri Kirchner*
(Print) Terri Kirchner

State of Florida (SEAL)

My Commission Expires: 9/3/2000