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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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April 3, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00


Re: Naples Land Yacht Harbor Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association, as well as check number 17322 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience. Thank you for your attention to this matter.

Very truly yours,


Joseph E. Adams
For the Firm

JEA/adc
Enclosures (as stated)
182222_1.DOC

*Daniell gave authorization
to chg. title of Doc.
4/10 JB*

Amended & Restated art.

AMENDED AAND RESTATED
ARTICLES OF INCORPORATION
OF
NAPLES LAND YACHT HARBOR, INC.

ARTICLE I

The name and address of this corporation shall be:

NAPLES LAND YACHT HARBOR, INC.
2801 Palm Street
Naples, Florida 34112

ARTICLE II

The purposes for which this corporation is organized are:

1. This corporation is organized for the purpose of enabling the residents of Naples Land Yacht Harbor, Inc. to operate for their own benefit, a not-for-profit mobile home community solely for residential purposes.
2. To have the corporate powers set forth in Chapter 617, Florida Statutes (2001).

ARTICLE III

Membership in the Corporation shall be mandatory and is limited to individuals who qualify for residency in the Community and have a legal or equitable title to a mobile home in the Community excepting non-member/tenants who were tenants at the time of acquisition of the Community. There shall be one membership for each home. If a person owns more than one home, he still shall be entitled to only one vote.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The principal office of the corporation shall be located at:

2801 Palm Street, Naples, Florida 34112

ARTICLE VI

The corporation will have the following officers: President, Vice President, Secretary, Treasurer and such other officers as may be provided for in the By-Laws, all to serve from time of appointment or election until their respective successors are elected. All officers shall be directors.

ARTICLE VII

The business of the corporation shall be conducted by a Board of Directors comprised of nine (9) members who shall be elected as set forth in the By-Laws.

ARTICLE VIII

By-Laws for the corporation may be amended as set forth in Article 9 of the By-Laws.

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the members of the corporation entitled to vote. An amendment may be proposed by either a majority of the Board of Directors, or at least twenty percent (20%) of the membership. A vote on any proposed amendment may be taken at a special meeting called for that purpose or at any annual meeting of the members and in accordance with the provisions as contained in the By-Laws as to such meeting.

ARTICLE X

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. The corporation may, upon approval of the Board of Directors, pay compensation in a reasonable amount to its members for services rendered. Upon dissolution or final liquidation the Corporation may make distribution to its members as permitted by the Court having jurisdiction thereof or as provided for in the NLYH By-Laws; and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.