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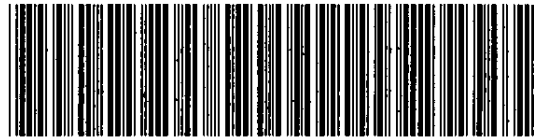
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DIVISION OF CORPORATIONS

Amended/Restarted
@ 7/31/08

ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW

ROYAL PALM FINANCIAL CENTER

SUITE 212

759 SOUTH FEDERAL HIGHWAY

STUART, FLORIDA 34994

MAILING ADDRESS:

POST OFFICE BOX 2401

STUART, FLORIDA 34995

(772) 287-1745

FAX (772) 287-8045

DEBORAH L. ROSS

DAVID B. EARLE†

ELIZABETH P. BONAN

JACOB E. ENSOR

KATY L. BOWEN

†CERTIFIED CIVIL MEDIATOR

July 23, 2008

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Mariner Sands Country Club, Inc.

Dear Sir or Madam:

Enclosed for filing is a Certificate of Amendment to the Amended and Restated Articles of Incorporation for the above referenced Association, along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Elizabeth P. Bonan, Esq.

EPB/kmr

Enclosures

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARINER SANDS COUNTRY CLUB, INC.**

A Corporation Not-For-Profit Under
the Laws of the State of Florida

The Amended and Restated Articles of Incorporation of Mariner Sands Country Club, Inc. were filed with the Florida Secretary of State on December 20, 2004. The same Amended and Restated Articles of Incorporation were recorded in Official Records of Martin County, Florida at Official Records Book 1966, Page 2598, et. seq. The same Amended and Restated Articles of Incorporation are hereby amended as approved by the membership by vote sufficient for approval at the Members Meeting held on April 14, 2008.

1. Article 11 is amended to read as follows:

ARTICLE 11 – AMENDMENT OF ARTICLES

These articles may be amended by the affirmative vote of sixty-six and two thirds percent (66-2/3%) of those Members present and voting at a meeting at which a quorum is established; provided however, that any provision in the Articles requiring an affirmative vote of a higher percentage may not be amended unless such higher percentage of affirmative votes is obtained.

2. Article 12 is amended to read as follows:

ARTICLE 12 – BY-LAWS

The association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws may be altered, amended, or rescinded, as provided in Section 19.1 of the By-Laws, by the Board of Governors at any meeting of the Board of Governors at which notice of the intent to amend, revise or repeal the By-Laws has been given, provided that amendments, revisions or repeal of Articles 1.1, 3, 4.2, 4.3, 4.4, 4.5, 4.7, 5, 7, 11, 12, 13, 15 and 19 must be approved by the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of those Members present and voting at a meeting at which a quorum is established. Amendments to the By-Laws of the Association requiring member vote and that relate to the use and enjoyment of the Golf Facilities may only be approved by Golf Members.

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3. The foregoing amendments to the Amended and Restated Articles of Incorporation of Mariner Sands Country Club, Inc. were adopted by the membership by a vote sufficient for approval at the Members Meeting held on April 14, 2008.

4. The adoption of these amendments appear upon the minutes of said meeting and are unrevoked.

5. All provisions of the Amended and Restated Articles of Incorporation of Mariner Sands Country Club, Inc. are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 15 day of July 2008.

WITNESSES AS TO PRESIDENT:

MARINER SANDS COUNTRY CLUB, INC.

Candice Keen
Printed Name: Candice Keen

By: Anthony F. Law
Anthony F. Law, President

Audie Shanen
Printed Name: Audie Shanen

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledge before me on 15 July, 2008, by Anthony Law, as President of Mariner Sands Country Club, Inc. ☒ who is personally known to me, or ☐ who has produced identification [Type of Identification: _____].

Notarial Seal  Teresa A. Pruski
Commission # DD471659
Expires October 23, 2009
Bonded Troy Farm Insurance Inc. 000-000-0000

Teresa A. Pruski
Notary Public

WITNESSES AS TO SECRETARY:

MARINER SANDS COUNTRY CLUB, INC.

Candice Keen
Printed Name: Candice Keen

By: Paul J. Nicoletti
PAUL J. NICOLETTI, Secretary

Audie Shanen
Printed Name: Audie Shanen

CORPORATE
SEAL

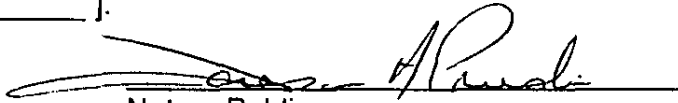
STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledge before me on 15 July 2008,
by Paul Nicoletti, as Secretary of Mariner Sands Country Club, Inc. ☒ who
is personally known to me, or ☐ who has produced identification [Type of Identification:
_____].

Notarial Seal

Teresa A. Prusti
Commission # DD4716001
Expires October 23, 2009
Bonded Tary Fair Insurance Inc. 800-385 7015


Notary Public