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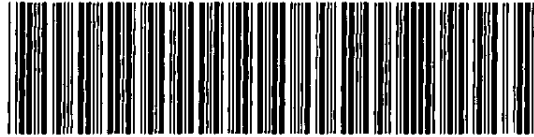
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DIVISION OF CORPORATIONS
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Attorneys at Law

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April 24, 2008

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: Amended and Restated Articles of Incorporation of Vanderbilt Surf Colony
Recreational and Maintenance Association, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation of Vanderbilt Surf Colony Recreational and Maintenance Association, Inc. to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance in this matter.

Sincerely,
SAMOUCE, MURRELL & GAL, P.A.

Teresa Murrell
For the Firm

Enclosures

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VANDERBILT SURF COLONY RECREATIONAL
AND MAINTENANCE ASSOCIATION, INC.**

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DIVISION OF CORPORATIONS

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Vanderbilt Surf Colony Recreational and Maintenance Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on January 20, 1978, are hereby amended and restated in their entirety as amended. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Vanderbilt Surf Colony Recreational and Maintenance Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Vanderbilt Surf Colony Recreational and Maintenance Association, Inc., and its address is 11 Bluebill Avenue, #502, Naples, Florida 34108.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation, maintenance, repair and replacement of Association Property Recreation Area #4 (a.k.a.: Tennis Court Parcel 1) as described in the Final Judgment recorded on April 10, 1991 in O.R. Book 1606, at Pages 550 *et seq.*, of the Official Records of Collier County, Florida, as previously amended.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Bylaws or Chapter 718, Florida Statutes, as they may be amended from time to time, including but not limited to the following:

ARTICLES OF INCORPORATION

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate Recreation Area #4. The power to lease portions of Recreation Area #4 shall be exercised solely by the Board of Directors. The power to sell, mortgage, or dispose portions of Recreation Area #4 shall be exercised by the Board of Directors, but only after approval of at least two-thirds (2/3rds) of the voting interests present and voting in person or by proxy at any annual or special meeting, or by the approval in writing of a majority of the voting interests without a meeting.
- (C) To ensure insurance has been purchased or to purchase insurance upon Recreation Area #4 and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements to Recreation Area #4.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of Recreation Area #4, and the operation of the Association.
- (F) To enforce the provisions of the Condominium Act, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of Recreation Area #4, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the governing documents to be exercised by the Board of Directors or the membership of the Association.
- (H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of Recreation Area #4.
- (I) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of Recreation Area #4, if such agreements or use interests are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (J) To borrow money if necessary to perform its other functions hereunder.
- (K) Unless the approval or affirmative vote of the unit owners is specifically made necessary by some provision of the Condominium Act or these condominium documents, all approvals or actions permitted or required to be given or taken by the Association may be given or taken by the Board of Directors, without a vote of the unit owners. The officers and Directors of the Association have a fiduciary relationship to the unit owners. A unit owner does not have the authority to act for the Association by reason of being a unit owner.
- (L) The powers and duties of the Association include those set forth in the Condominium Act and the condominium documents. The Association may contract, sue, or be sued with respect to the exercise or non-exercise of its powers and duties. For these purposes, the powers of the Association include, but are not limited to, the maintenance, management, and operation of the Recreation Area #4 Association property.

ARTICLES OF INCORPORATION

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The Association may impose fees for the use of Recreation Area #4 or other Association property and may lease portions of Association marina properties. The Association has the power to enter into agreements to acquire leaseholds, memberships and other ownership, possessory or use interests in lands or facilities, regardless of whether the lands or facilities are contiguous to the lands of Recreation Area #4.

(M) The Association shall maintain its Official Records as required by law. The records shall be open to inspection by members or their authorized representatives at all reasonable times. The right to inspect the records includes a right to make or obtain photocopies at the reasonable expense of the member seeking copies.

(N) The Association shall maintain a current roster of names and mailing addresses of unit owners, based upon information supplied by the unit owners. A copy of the roster shall be made available to any member upon request.

(O) Notwithstanding its duty to maintain and repair condominium or Association property, the Association shall not be liable to individual unit owners for personal injury or property damage caused by any latent condition of the property to be maintained and repaired by the Association, or caused by the elements or unit owners or other persons.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

(A) The members of the Association shall be the record owners of legal title to one or more units in Vanderbilt Surf Colony, a Condominium, Phase I, Vanderbilt Surf Colony, a Condominium, Section II and Vanderbilt Surf Colony, a Condominium, Section III, in the Condominium, as further provided in the Bylaws. All members have easement access and use rights to Recreation Area #4 as an appurtenance of being a member. After termination of the Association, the members shall consist of those who were members at the time of such termination and their successors in interest.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLES OF INCORPORATION

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) Directors.

(B) Directors of the Association shall be elected by 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.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition, signed by at least one-fourth (1/4th) of the voting interests.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests present in person or by proxy and voting at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(D) Effective Date. An amendment shall become effective upon proper filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as required by law for recording an amendment to the Bylaws.

ARTICLES OF INCORPORATION

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and volunteer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director, officer or volunteer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

(B) Violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the person seeking indemnification derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

In the event of a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled including rights under an Association Directors' and Officers' liability insurance policy, if any.

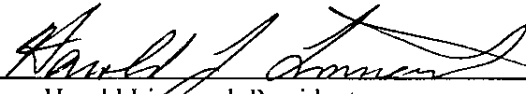
ARTICLES OF INCORPORATION

CERTIFICATE


The undersigned, being the duly elected and acting President of Vanderbilt Surf Colony Recreational and Maintenance Association, Inc., hereby certifies that the attached amendment was approved by at least a majority of the voting interests at meeting of the members held on March 20, 2008, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said approval was sufficient for their amendment.

Executed this 24th day of April, 2008.

**VANDERBILT SURF COLONY RECREATIONAL
AND MAINTENANCE ASSOCIATION, INC.**

By: 
Harold Linnerud, President
17 Bluebill Avenue, Unit #106
Naples, Florida 34108

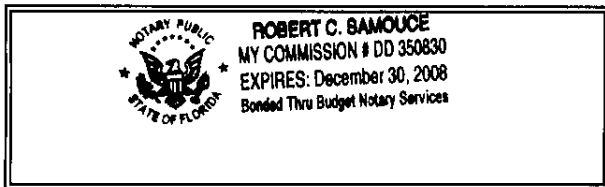
Attest:


Secretary
Joseph P. Bianco Jr.


(SEAL)

**STATE OF FLORIDA
COUNTY OF COLLIER**

The foregoing instrument was acknowledged before me this 24th day of April, 2008 by Harold Linnerud, as President and Joseph P. Bianco Jr. as Secretary of the aforementioned corporation, on behalf of the corporation. They are personally known to me or did produce _____ as identification.



(Print, Type or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)


Signature of Notary Public

ARTICLES OF INCORPORATION