

FROM : LITTMAN, SHERLOCK & HEIMS, INC.
- Division of Corporations

FAX NO. 8772 15 1010

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749409

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NORTH BEACH ASSOCIATION OF SAINT LUCIE COUNTY, INC.

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FROM : LITTMAN, SHERLOCK & HEIMS, PA
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12/20/2006 3:43 PAGE 001/001

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Florida Dept of State



December 20, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

NORTH BEACH ASSOCIATION OF SAINT LUCIE COUNTY, INC.
P. O. BOX 3573
FT. PIERCE, FL 34948

SUBJECT: NORTH BEACH ASSOCIATION OF SAINT LUCIE COUNTY, INC.
REF: 749409

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document states that the principal office and the registered agent shall be at the same address, but Article IV states 617 East Ocean Blvd. and Article XII states 618 East Ocean Blvd. Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: E06000298819
Letter Number: 706A00072034

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RE-STATED ARTICLES OF INCORPORATION
OF NORTH BEACH ASSOCIATION
OF SAINT LUCIE COUNTY, INC.**

We, the undersigned, pursuant to Florida law and pursuant to the Articles of Incorporation and the By-Laws of the Corporation, at a meeting of the Board of Directors duly called for the purpose, on November 6, 2006, adopted the following Resolution:

RESOLVED: That the Articles of Incorporation of NORTH BEACH ASSOCIATION OF SAINT LUCIE COUNTY, INC., be and the same are hereby re-stated and amended pursuant to Sec. 617.1007, F.S., and Sec. 617.1002, F.S., to read as follows:

ARTICLE I

The name of this Corporation shall be NORTH BEACH ASSOCIATION OF SAINT LUCIE COUNTY, INC.

ARTICLE II

The general nature of the business to be transacted and carried on by this Corporation shall be to represent the members of the Association in matters pertaining to their property rights and protection thereof, to employ legal counsel, and to promote social and civic activities of benefit to the North Beach area of St. Lucie County and to engage in any other lawful activity not for pecuniary profit.

ARTICLE III

The Corporation shall have perpetual existence unless sooner dissolved according to law.

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ARTICLE IV

The principal office of the Corporation shall be the same as that of the Registered Agent: 618 East Ocean Boulevard, Suite 5, Stuart, Florida.

ARTICLE V

The number of Directors of the Corporation shall be as set forth in the By-Laws of the Corporation but in any event shall be not less than three (3).

ARTICLE VI

The names and post office addresses of the members of the Executive Committee of the Board of Directors of the Corporation and the subscribers hereto are:

Diane L. Andrews, 114 Queen Ann Court, Hutchinson Island, FL 34949
Jeff Mitchell, 2318 Tamarind Drive, Hutchinson Island, FL 34949
Craig Mundt, 5051 North A1A, #12-1, Hutchinson Island, FL 34949
Larry Storms, 3150 North A1A, #1102N, Hutchinson Island, FL 34949
Peter Wittkuhns, 5051 North A1A, #16-1, Hutchinson Island, FL 34949

ARTICLE VII

The Officers of the Corporation and their post office addresses are:

Craig Mundt, President: 5051 North A1A, #12-1, Hutchinson Island, FL 34949

Diane Andrews, Vice President and Secretary: 114 Queen Ann Court, Hutchinson Island, FL 34949

Jean Downing, Vice President: 5163 North A1A, #420, Hutchinson Island, FL 34949

William McKenney, Vice President: 124 Queen Bess Court, Hutchinson Island, FL 34949

Peter Wittkuhns, Treasurer: 5051 North A1A, #16-1, Hutchinson Island, FL 34949

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ARTICLE VIII

Membership shall be open to any natural person who owns property on North Hutchinson Island, Florida, any natural person who is the beneficiary of a trust which holds title to property on North Hutchinson Island, any corporate owner of a single residential unit located on North Hutchinson Island, or any other resident of St. Lucie County, Florida who meets membership eligibility requirements.

Eligibility for membership shall be determined by the Association's Membership Committee pursuant to guidelines set out in the By-Laws of the Corporation. The By-Laws may establish different classes or levels of membership. Dues shall be established by the Officers and Board of Directors for each class of membership pursuant to the By-Laws.

ARTICLE IX

The Officers and Board of Directors shall manage the affairs of the Corporation. Officers and Members of the Board of Directors shall be elected by the general membership as provided in the By-Laws of the Corporation. All Officers and Directors shall be members in good standing. One-third (1/3rd) of the Board of Directors, and at least two (2) Officers shall constitute a quorum.

ARTICLE X

No person, firm or corporation shall receive any dividends or profits from the undertakings of this Corporation. In the event of dissolution of the Corporation, all assets and any funds resulting from the sale of any property of the Corporation shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of the Corporation's funds or property shall inure to the profit of any private individual or corporation and any distributions shall be paid over only to the St. Lucie County Audubon Society or any other Florida-based organization which has qualified for exemption under Section 501(c)(3) of the United States Internal Revenue Code, with the proviso that all such assets shall be utilized within the State of Florida for the benefit of the people thereof.

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ARTICLE XI

Amendments to these Articles of Incorporation may be proposed by the Executive Committee of the Board of Directors, the Officers, the Board of Directors or any member and, upon approval by a majority of the Board of Directors voting thereon, shall be submitted to the general membership for approval and adopted by a majority vote of the members present at any membership meeting.

ARTICLE XII

The Registered Agent of the Corporation is Howard K. Heims, Esq., Littman, Sherlock & Heims, P.A., 618 East Ocean Boulevard, Suite 5, Stuart, Florida 34994.

IN WITNESS WHEREOF, we, the undersigned Officers of the Corporation and members of the Executive Committee (ExCom) of the Board of Directors of the Corporation, set our hands and seals this 13th day of November, 2006.


Craig Mundt, President & ExCom Member


Diane Andrews, Vice President,
Secretary & ExCom Member


Jean Downing, Vice President


William McKenney, Vice President


Peter Wittkuhns, Treasurer & ExCom Member


Jeff Mitchell, Director & ExCom Member


Larry Storms, Director & ExCom Member



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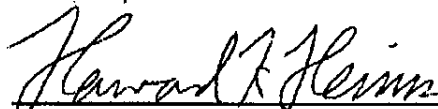
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That NORTH BEACH ASSOCIATION OF SAINT LUCIE COUNTY, INC., a Florida non-profit corporation organized under the laws of the State of Florida, with its principal office at 618 East Ocean Boulevard, Suite 5, Stuart, FL 34994, as set forth in the Articles of Incorporation, has named HOWARD K. HEIMS, 618 East Ocean Boulevard, Suite 5, Stuart, FL 34994, as its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



HOWARD K. HEIMS
As Registered Agent

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**CERTIFICATE OF RE-STATED ARTICLES OF INCORPORATION
OF NORTH BEACH ASSOCIATION OF SAINT LUCIE COUNTY, INC.**

The undersigned, as President of North Beach Association of Saint Lucie County, Inc., a Florida not-for-profit corporation, hereby certifies that the attached Re-Stated Articles of Incorporation of North Beach Association of Saint Lucie County, Inc., were duly approved by the Board of Directors of the corporation on November 6, 2006.

The undersigned further certifies that an Amendment to the original Articles of Incorporation requiring member approval is included in the Re-Stated Articles of Incorporation and that said Amendment and the Re-Stated Articles of Incorporation were duly approved by the membership. At a meeting on November 13, 2006, with a quorum of the membership present, a sufficient number of votes were cast by members to approve the Amendment and Re-Stated Articles of the corporation.

The text of the Amendment is as follows:

"ARTICLE VIII

Membership in the Association shall be open to any natural person who owns property on North Hutchinson Island, Florida, any natural person who is the beneficiary of a trust which holds title to property on North Hutchinson Island, any corporate owner of a single residential unit located

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on North Hutchinson Island, or any other resident of St. Lucie County,
Florida who meets membership eligibility requirements.

Eligibility for membership shall be determined by the Association's
Membership Committee pursuant to guidelines set out in the By-Laws of
the Corporation. The By-Laws may establish different classes or levels of
membership. Dues shall be established by the Officers and Board of
Directors for each class of membership pursuant to the By-Laws."

Submitted this 6th day of December, 2006.



President

Attest:




Vice President/Secretary

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