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February 8, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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-02/16/99--01001--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Mariner Sands Country Club, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are the Restated Articles of Incorporation for the captioned entity, accompanied by our firm check in the amount of \$43.75. Upon filing of the enclosed, please return a certified copy to the attention of the undersigned in the also enclosed self-addressed stamped envelope.

If there is a problem with the filing as requested, please do not hesitate to contact me.

Sincerely,

*Julie N. Krauss*  
Julie N. Krauss,  
Legal Assistant

jnk  
enclosures

*Restate  
2-16-99  
PKS*

**FILED**  
99 FEB 11 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION OF  
MARINER SANDS COUNTRY CLUB, INC.,  
A FLORIDA CORPORATION NOT FOR PROFIT**

1. Pursuant to §617.1007, Florida Statutes, the undersigned corporation submits the following Restated Articles of Incorporation, which were adopted by the members at the Annual Meeting of Members held November 12, 1998.
2. The name of the corporation is MARINER SANDS COUNTRY CLUB, INC., incorporated in the State of Florida on December 14, 1979.
3. These Restated Articles of Incorporation accurately restate the Articles of Incorporation and all amendments to date in effect.
4. These Restated Articles of Incorporation were duly adopted by the Board of Governors of the corporation. Any amendments to the Articles of Incorporation included in this Restatement have been duly adopted pursuant to Chapter 617, Florida Statutes. There is no discrepancy between the Articles of Incorporation, as previously amended, and the provisions of these Restated Articles of Incorporation other than the inclusion of Amendments duly adopted pursuant to Chapter 617, Florida Statutes, and the omission of matters of historical interest.
5. The adopted Restated Articles of Incorporation are as follows:

**ARTICLE I - NAME**

The name of this corporation is MARINER SANDS COUNTRY CLUB, INC.

**ARTICLE II - ENABLING LAW**

This corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III - PURPOSES**

- A. The specific and primary purpose for which this corporation is organized is to provide facilities for recreational sports and social activities for use by its members, and the sponsorship of fund raising events by members for charitable purposes.
- B. The general purposes for which this corporation is formed are: to organize, equip and operate a country club for the pleasure and recreation of its members, and in connection therewith to erect, construct, purchase, repair, improve, maintain and operate recreational sports and game facilities, buildings and areas of every kind including a clubhouse, golf courses, tennis courts, swimming pool and any other means of recreation that its Board of Governors may consider advisable for the benefit of its members, and to promote social intercourse among them.
- C. This corporation is organized and operated exclusively for pleasure, recreation and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, governor or officer.
- D. This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs A. through C. of this Article or maintaining or improving the quality of life within the residential community commonly known as Mariner Sands.

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#### **ARTICLE IV - TERM**

This corporation shall have a perpetual existence.

#### **ARTICLE V - INCORPORATORS**

The names and residences of the original subscribers to these Restated Articles of Incorporation are the same as those listed in the Restated Articles of Incorporation dated March 26, 1987.

#### **ARTICLE VI - MEMBERSHIP**

The authorized number, qualifications and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

#### **ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS**

- A. Board of Governors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted, by the Board of Governors. The number of members of the Board of Governors and the manner of their election shall be as set forth in the bylaws. The Board of Governors shall administer the POA and Mariner Sands Country Club, Inc., a Florida not for profit corporation.
- B. Elective Officers. The officers of this corporation shall be a president, and one or more vice presidents, a secretary and a treasurer, and any additional or assistant officers appointed by the Board of Governors. The qualifications, time and manner of electing or appointing, duties, terms of office, and the manner of removing, of officers shall be as set forth in the bylaws.
- C. Committees. The designation of committees, their appointment and duties shall be as set forth in the bylaws.

#### **ARTICLE VIII - LOCATION OF REGISTERED OFFICE; IDENTIFICATION OF REGISTERED AGENT**

- A. The address of this corporation in the State of Florida is 6490 Mariner Sands Drive, Stuart, Florida 34997.
- B. The name of this corporation's registered agent at the above address is Patricia D. Sorensen.

#### **ARTICLE IX - BYLAWS**

Amended bylaws have been adopted by the members concurrently with the adoption of these Restated Articles of Incorporation and may be amended in whole or in part as set forth in the bylaws.

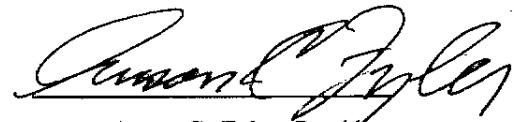
#### **ARTICLE X - AMENDMENT OF ARTICLES**


Amendments to these Restated Articles of Incorporation may be proposed by a resolution adopted by the Board of Governors or by members having at least 600 votes, and presented to the members for their vote. Amendments may be adopted by a majority of the votes then entitled to be voted.

## ARTICLE XI - INDEMNIFICATION

Every Governor and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved, by reason of his being or having been a Governor or Officer of the Corporation or any settlement thereof whether or not he is a Governor or Officer at the time such expenses are incurred, except in such cases wherein the Governor or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Governors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Governor or Officer may be entitled.


IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Restated Articles of Incorporation this 21<sup>st</sup> day of November 1998.

  
Anson C. Fyler, President

  
Donald Stadler, Secretary

### Acceptance of Registered Agent Designated in Articles of Incorporation

PATRICIA D. SORENSEN, having a business office at 6490 Mariner Sands Drive, Stuart, Florida, and having been designated as the Registered Agent in the Restated Articles of Incorporation of Mariner Sands Country Club, Inc., a Florida corporation not for profit, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Patricia D. Sorensen