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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORNETT, GOOGE & ASSOCIATES, P.A.

JANE L. CORNETT
HOWARD E. GOOGE*
ROBERT G. RYDZEWSKI, JR.

CHARLES W. SINGER
OF COUNSEL

LYNN D. SCHWARTZ, CLA

MICHAEL DERMODY**

*CERTIFIED CIRCUIT CIVIL MEDIATOR
**ADMITTED IN NEW JERSEY

401 E. OSCEOLA STREET
FIRST FLOOR
RIVER OAK CENTER
STUART, FLORIDA 34994

MAILING ADDRESS:
POST OFFICE BOX 66
STUART, FL 34995-0066

(772) 286-2990
FAX (772) 286-2996

January 2, 2007

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

Re: Certificate of Amendment to the Amended and Restated Articles of Incorporation
of Sailfish Point Golf Club, Inc.

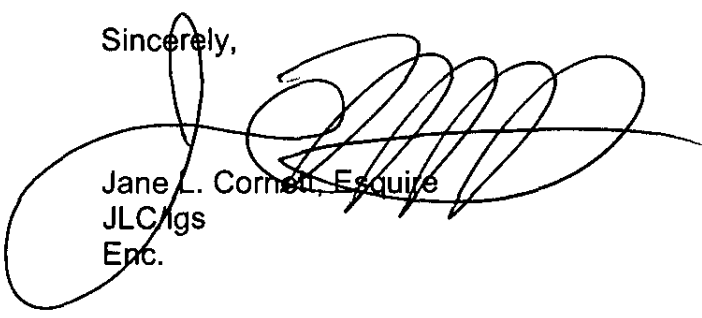
Dear Sir or Madam:

Enclosed for filing are two (2) original Certificates of Amendment to the Amended and Restated Articles of Incorporation along with a check in the amount of \$35.00 for your fee. Please date stamp one (1) original and return it to me in the postpaid envelope enclosed.

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

Sincerely,

Jane L. Cornett, Esquire
JLC/lgs
Enc.

A large, stylized handwritten signature in black ink, appearing to be 'JLC', is written over the typed name and title of Jane L. Cornett.

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SAILFISH POINT GOLF CLUB, INC.**

FILED
2007 JAN -5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The purpose of these Amended and Restated Articles of Incorporation is to continue to the purpose of the Articles of Incorporation as filed with the Department of State, Division of Corporations on June 3, 1996. These Amended and Restated Articles of Incorporation of Sailfish Point Golf Club, Inc., have been approved by a vote of the entire membership present and voting, in person or by proxy, which vote was sufficient for approval, at a meeting held on December 5, 2006.

Dated this 29 day of December, 2006.

WITNESS:

Sailfish Point Golf Club, Inc.

Kallie Hamilton
Print Name: Kallie Hamilton

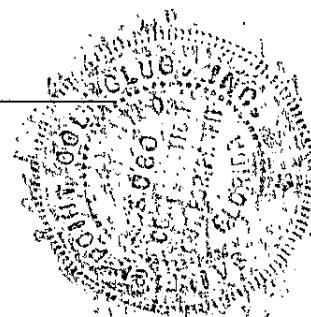
By: Joe Vessely
Joe Vessely, President

A.S. Donovan
Print Name: A.S. DONOVAN

Kallie Hamilton
Print Name: Kallie Hamilton

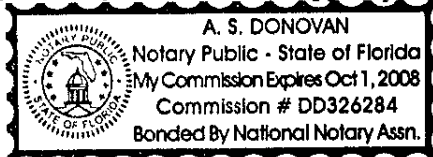
By: Dick Zappala
Dick Zappala, Secretary

A.S. Donovan
Print Name: A.S. DONOVAN



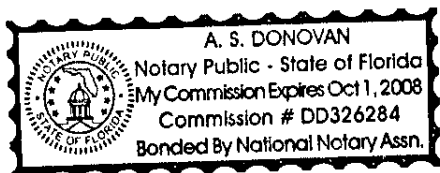
STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Amended and Restated Articles of Incorporation was acknowledged before me this 29 day of December, 2006, by Joe Vessely, as President of Sailfish Point Golf Club, Inc. He ☒ is personally known to me or ☐ has produced _____ as identification.



A.S. Donovan
Notary Public, State of Florida at Large
My Commission Expires: Oct. 2008

The foregoing Amended and Restated Articles of Incorporation was acknowledged before me this 29 day of December, 2006, by Dick Zappala, as Secretary of Sailfish Point Golf Club, Inc. He ☒ is personally known to me or ☐ has produced _____ as identification.



A.S. Donovan
Notary Public, State of Florida at Large
My Commission Expires: Oct. 2008

CERTIFICATE

Sailfish Point Golf Club, Inc., by its duly authorized officers, hereby certifies that the Amended and Restated Articles of Incorporation, copy attached hereto, were duly and regularly adopted and passed by a vote sufficient for approval at the board meeting held on December 5, 2006.

WITNESS:

Kallie Hamilton
Print Name: Kallie Hamilton

A. S. DONOVAN
Print Name: A. S. DONOVAN

Kallie Hamilton
Print Name: Kallie Hamilton

A. S. DONOVAN
Print Name: A. S. DONOVAN

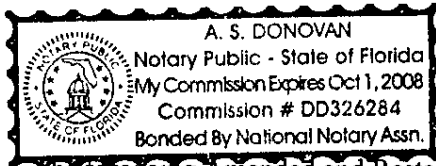
Sailfish Point Golf Club, Inc.

By: Joe Vessely
Joe Vessely, President

By: Dick Zappala
Dick Zappala, Secretary

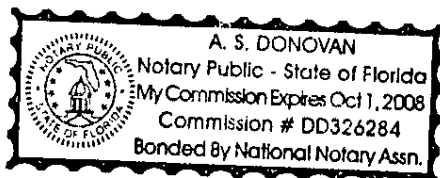
STATE OF FLORIDA
COUNTY OF Martin

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A. S. DONOVAN
Notary Public, State of Florida at Large
My Commission Expires: Oct 2008

The foregoing Amended and Restated Articles of Incorporation was acknowledged before me this 29 day of December, 2006, by Dick Zappala, as Secretary of Sailfish Point Golf Club, Inc. He ☒ is personally known to me or ☐ has produced _____ as identification.



A. S. DONOVAN
Notary Public, State of Florida at Large
My Commission Expires: Oct 2008

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
Of
SAILFISH POINT GOLF CLUB, INC.
A Florida Not-For-Profit Corporation

Therefore, pursuant to Florida Statute 617.1008, the Board of Directors by its undersigned officer certifies that these Amended and Restated Articles of Incorporation contain all the provisions as approved by the membership and supersede all previous Articles, Restated Articles and Amendments thereto.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be:

SAILFISH POINT GOLF CLUB, INC.

a Florida corporation not for profit, which is hereinafter referred to as the "Golf Club".
The principal office of the Golf Club is located at:

2203 SE Sailfish Point Boulevard
Stuart, Florida 34996

or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II
PURPOSES

SECTION 1. Purposes. The nature, object and purposes for which the Golf Club is formed, in accordance with the provisions of Chapter 617, (Corporations Not For Profit), Florida Statutes, are more particularly described as follows:

(a) To own, operate and utilize the Golf Club Facilities and the Golf Course for the exclusive use, pleasure and recreation of the Golf Club Members and their guests and to provide a clubhouse for use of such Golf Club Members and their guests;

(b) To operate, without profit, as a social and recreational organization;

(c) To do and perform all such other acts and things permitted and to exercise all powers granted to a corporation not for profit under the laws of the State of Florida, as those laws now exist or as they may hereafter provide.

SECTION 2. Limitation on Use of Operating Revenue. It is not intended that the Golf Club show any net profit. It is intended that the income, if any, from the operations of the Golf Club Facilities and the Golf Course will be used only to offset expenses from such properties. Furthermore, no part of the net earnings of the Golf Club may inure, other than by a rebate of excess dues, to the benefit of any private individual or Golf Club Member.

SECTION 3. Limitation of Activities. No substantial part of the activities of the Golf Club will be dedicated to an attempt to influence legislation by propaganda or otherwise and the Golf Club shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III

POWERS

Powers. The Golf Club shall have all of the common law and statutory powers of a corporation not for profit, including but not limited to, those powers set forth and described in Chapter 617, Florida Statutes, as the same may be amended from time to time, together with, any and all additional powers as reasonably necessary or inferable in order to maintain and administer the Golf Facilities and the Golf Course in accordance with Florida law, these Articles, and the Bylaws of the Golf Club, all as may be amended from time to time.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS IN THE GOLF CLUB

Membership in the Golf Club shall be as specified in the Club Bylaws.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. Exercise of Power. The Board of Directors shall manage the affairs of the Golf Club and shall have the authority to exercise all powers vested in the Golf Club pursuant to the Articles of Incorporation, the Club Bylaws and Florida law.

SECTION 2. Number of Directors and Term; Initial Directors. The Board of Directors shall consist of not less than five (5) and not more than eleven (11) persons. The term and manner of election of each Board member shall be as determined in the Bylaws.

ARTICLE VI

OFFICERS

Authorized Officers. The affairs of the Golf Club shall be administered by a President, Vice President, Secretary, Treasurer and such other or assistant officers as the Bylaws of the Golf Club or the Board by resolution may from time to time provide.

ARTICLE VII

BYLAWS

The Bylaws of the Golf Club have been amended simultaneously with the amendment of these Articles of Incorporation and may be altered, amended or rescinded as provided in those Bylaws.

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

SECTION 1. Procedure. Alteration, amendment or rescission of these Articles may be proposed and adopted in the following manner:

(a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be either at the annual or a special meeting.

(b) Written notice of such meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member, which meeting may not occur less than ten (10) days or more than thirty (30) days from the giving of notice thereof.

(c) At such meeting, the proposed amendment shall be adopted upon the affirmative vote of two-thirds (2/3) of those Members entitled to vote.

SECTION 2. Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

SECTION 3. Waiver of Notice and Meeting. If two-thirds (2/3) of the members of the Board and two-thirds (2/3) of the Members sign a written statement manifesting their intentions that an amendment to the Articles be adopted, then the amendment shall thereby be adopted as though the procedure set forth in Section 1 of this Article has been satisfied.

SECTION 4. Amendments by Members. Notwithstanding the foregoing, the Articles may be amended without an act of the Board at a special meeting for which notice of the proposed amendment has been given to all Members, provided the proposed

amendment receives the affirmative vote of two-thirds (2/3) of all Members entitled to vote.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1. Indemnification. The Golf Club shall indemnify any director or officer made a party or threatened to be made a party to any action, suit or proceeding to the full extent permissible under Florida law.

ARTICLE X

CORPORATE EXISTENCE

The term for which the Golf Club is to exist is perpetual, unless the Golf Club is sooner dissolved pursuant to the terms of these Articles of Incorporation.

IN WITNESS WHEREOF, we, the undersigned, President and Secretary of the Golf Club, have hereunto set his/her hands and affixed the corporate seal, this 29 day of December, 2006.

WITNESS:

Kallie Hamilton
Print Name: Kallie Hamilton

A.S. Donovan
Print Name: A.S. Donovan

Kallie Hamilton
Print Name: Kallie Hamilton

A.S. Donovan
Print Name: A.S. Donovan

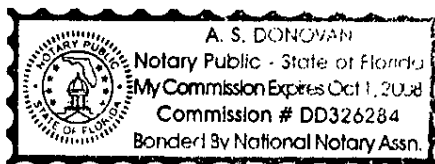
Sailfish Point Golf Club, Inc.

By: Joe Vessely
Joe Vessely, President

By: Dick Zappala
Dick Zappala, Secretary

STATE OF FLORIDA
COUNTY OF Martin

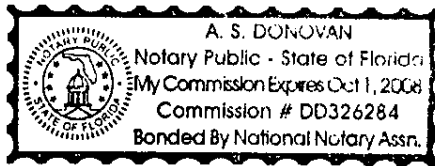
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A.S. Donovan
Notary Public, State of Florida at Large
My Commission Expires: Oct 2008

STATE OF FLORIDA
COUNTY OF Martin

The foregoing Amended and Restated Articles of Incorporation was acknowledged before me this 29 day of December, 2006, by Dick Zappala, as Secretary of Sailfish Point Golf Club, Inc. He [☒] is personally known to me or [☐] has produced _____ as identification.



A. S. Donovan
Notary Public, State of Florida at Large
My Commission Expires: Oct. 2008