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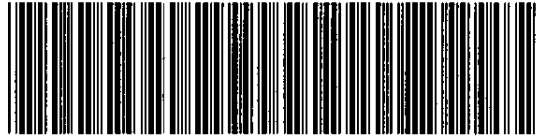
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*Amended
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*CERTIFIED CIRCUIT CIVIL MEDIATOR

April 20, 2009

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


Re: Amended and Restated Articles of Incorporation of Tarpon Bay Yacht Club
Condominium B Association, Inc.

To Whom It May Concern:

Tarpon Bay Yacht Club Condominium B Association, Inc.
Document #: 754961
FEI #: 592043527

Attached is this firm's check in the amount of \$35.00. Please file and send us a copy in the provided postage paid envelope. If you should have any questions, feel free to give me a call at the number provided above.

Sincerely,



Linda G. Dueben, Assistant to
Jane L. Cornett, Esq.

/lgd

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TARPON BAY YACHT CLUB CONDOMINIUM
"B" ASSOCIATION INC.
A "55 OR OLDER" COMMUNITY
A Not For Profit Florida Corporation

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TALLAHASSEE FLORIDA

The original Articles of Incorporation of Tarpon Bay Yacht Club Condominium "B" Association, Inc., were filed with the Florida Secretary of State on November 3, 1980 and recorded in the Public Records of St. Lucie County, Florida at Official Records Book 343, Page 526 et.seq.

The Articles of Incorporation for Tarpon Bay Yacht Club Condominium "B" Association, Inc., are hereby Amended and Restated by a vote sufficient for approval by the members at the meeting held on April 14th, 2009.

1. NAME

The name of the corporation shall be TARPON BAY YACHT CLUB Condominium "B" ASSOCIATION, INC., a "55 or older" community, hereinafter sometimes referred to as the "Association" or the "Corporation."

2. PRINCIPAL OFFICE

The principal office of the Association will be located at 3100 SE Pruitt Road, Port St. Lucie, Florida, 34952 or such other location as determined by the Board of Directors.

3. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes (1977), the "Condominium Act," a condominium was created upon certain lands in St. Lucie County, Florida, known as: TARPON BAY YACHT CLUB CONDOMINIUM "B" ASSOCIATION, INC. (the "Condominium") according to a Declaration of Condominium (the "Declaration") recorded in the Public Records of St. Lucie County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the Bylaws of the Corporation, these Articles, Declaration and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a condominium association.

4. POWERS

The powers of the corporation shall include and be governed by the following provisions:

4.1. The corporation shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of these Articles and, in addition, all of the powers set forth in the Declaration, which are not in conflict with law.

4.2. The corporation shall have all of the powers reasonably necessary to implement the purposes of the corporation, including but not limited to, the following:

4.2.1. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation, in accordance with the Declaration.

4.2.2. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

4.2.3. To use the proceeds of assessments in the exercise of its powers and duties.

4.2.4. To dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members.

4.2.5. To purchase insurance upon all of the Association property.

4.2.6. To reconstruct improvements upon its property after casualty, and to further improve the property.

4.2.7. To promulgate and amend rules and regulations with respect to the use of its property.

4.2.8. To enforce, by legal means, the provisions of the Declaration, these Articles, and Bylaws of the Corporation, as the same may be amended from time to time.

4.2.9. To employ such personnel to perform the services required for proper management of the Association.

5. MEMBERS AND VOTING RIGHTS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

5.1. The owners of each unit of real property or condominium unit subjected to the Declaration automatically becomes a member of the Association upon acquisition of a fee simple title to any unit subjected to the Declaration, by the filing of record a deed in the office of the Clerk of the Circuit Court in and for St. Lucie County, Florida, evidencing such ownership. This does not include persons or entities who hold an interest merely as security for the performance of an obligation.

5.2. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his fee simple interest in the unit upon which automatic membership is based or said interest is transferred and/or conveyed by operation of law, at which time said membership (with respect to the unit conveyed) shall automatically be conferred upon the transferee. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to the Declaration.

5.3. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his unit. The properties, funds and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws.

5.4. Each member of the Association shall be entitled to one (1) vote for each unit in which he holds the interest required for membership. When more than one person holds such interest in any unit, all such persons shall be members, and the vote for such unit shall be exercised as they among themselves determine, but in no even shall more than one (1) vote be cast with respect to any such unit.

6. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of three (3) to five (5) persons. The membership of the Association shall elect the directors as provided in the Bylaws.

7. OFFICERS

The officers of the corporation shall be elected by the Board of Directors, in accordance with the Bylaws of the corporation and, under the direction of the Board, shall carry out those duties assigned to them by the Bylaws. The offices shall consist of a President, a Vice President, a Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. In addition, the Directors may provide for such other agents, supervisory personnel or

employees of the corporation as they shall see fit, none of whom need be a member of the corporation. Officers will be elected annually to hold office until the next annual meeting of the Board or until their successors are elected and qualified. All of the directors or officers shall be required to be a member of the Association to hold office.

8. PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

This corporation shall never have or issue any shares of stock, nor shall this corporation distribute any part of its income, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members for services rendered; nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617 of Florida Statutes.

9. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

9.1. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be Interested in any such contract or transaction.

9.2 In any case where the Association wishes to enter into a contract with an entity in which a Director or Officer has a financial interest, the contract must be approved by two-thirds (2/3) vote of all Directors. The minutes must disclose the Director's interest. The contract can be cancelled by a vote of a majority of the members.

10. AMENDMENT

These Articles of Incorporation may be amended at any time and from time to time upon approval by owners holding not less than seventy five percent (75%) of the voting interests of the membership present and voting in person or by proxy at a duly called meeting of the members.

11. DURATION

The term of the Association shall be perpetual.

The foregoing were adopted as the Amended and Restated Articles of Incorporation of Tarpon Bay Yacht Club Condominium "B" Association, Inc., at the meeting held on April 14th, 2009 by vote sufficient for approval. The adoption of the Amended and Restated Articles of Incorporation appears upon the minutes of said meeting and is unrevoked.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President and its ~~Secretary~~ and its corporate seal affixed on April 25, 2009.
~~Vice-President~~

WITNESSES:

Tarpon Bay Yacht Club Condominium
"B" Association, Inc.

B. U. Tralle
Witness #1 Signature

By: Paula Lobb
Paula Lobb, President

Buckner A. Tralle
Witness #1 Printed Name

Arthur J. Nelson
Witness #2 Signature

ARTHUR J. NELSON
Witness #2 Printed Name

Witness #1 Signature

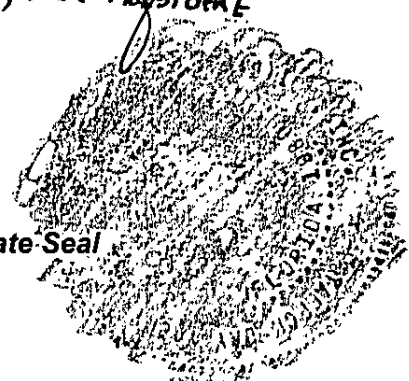
By: Edward Connelly
~~Susan Buckley, Secretary~~
Edward Connelly, Vice-President

Witness #1 Printed Name

Witness #2 Signature

Witness #2 Printed Name

Corporate Seal



STATE OF FLORIDA
COUNTY OF ST LUCIE

The foregoing instrument was acknowledged before me on this 15 of April, 2009 by Paula Lobb, as President of Tarpon Bay Yacht Club Condominium "B" Association, Inc. who is personally known to me, or [] who produced identification [Type of Identification: _____].

Marilyn Tagliaferri
Notary Public
MARILYN TAGLIAFERRI

Notarial Seal



MARILYN TAGLIAFERRI
MY COMMISSION # DD 812710
EXPIRES: September 9, 2012
Bonded Thru Budget Notary Services

STATE OF FLORIDA
COUNTY OF ST LUCIE

The foregoing instrument was acknowledged before me on this 15 of April,
~~2009~~ by ~~Eileen Buckley, as Secretary~~ of Tarpon Bay Yacht Club Condominium "B" Association,
Inc. [] who is personally known to me, or [] who produced identification [Type of
Identification: _____].

* Edward Connelly, Vice-President

Marilyn Tagliaferri
Notary Public
Marilyn Tagliaferri

Notarial Seal

