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756008

March 26, 2002

Via FedEx

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Dear Sir or Madam:

Enclosed are the original and a copy of the Amended and Restated Articles of Incorporation of Loblolly Bay Residential Condominium Association, Inc. Also enclosed is a check for the filing fee and for one certified copy.

Please feel free to contact me if you have any questions.

Sincerely,

H. Christine Barsody

H. Christine Barsody
Legal Assistant

FILED
02 MAR 27 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

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Amend + Rstate
3-27-02
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March 28, 2002

Via FedEx

Ms. Carol Mustain
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Carol:

Thank you for your assistance this morning in pulling the Amended and Restated Articles of Incorporation of Loblolly Bay Residential Condominium Association, Inc. I appreciate your going "above and beyond."

Enclosed is the original and a copy of the Certificate of Designation for the Corporation's registered agent and registered office.

Please feel free to contact me if you have any questions.

Sincerely,



H. Christine Barsody
Legal Assistant

Enclosure

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LOBLOLLY BAY CONDOMINIUM ASSOCIATION, INCORPORATED
(A Florida Not For Profit Corporation)**

FILED
02 MAR 27 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of the Loblolly Bay Condominium Association, ^{Incorporated} are filed pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and shall replace and supersede the Loblolly Bay Condominium Association, Incorporated's original Articles of Incorporation filed on January 22, 1981.

Article 1. Name. The name of the corporation shall be Loblolly Bay Residential Condominium Association, Inc., formerly the Loblolly Bay Condominium Association, Incorporated. For convenience, the corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the principal office of the Association and the mailing address of the Association is 401 East Osceola Street, Stuart, Florida 33995.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Amended and Restated Declaration of Condominium for Loblolly Bay Residential Condominium recorded or to be recorded in the Official Records of Martin County, Florida, as the same may be amended from time to time ("Declaration").

Article 4. Purposes. The purposes of the Association are:

A. to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Amended and Restated By-Laws of the Association ("By-Laws"), and as provided by law; and

B. to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article 5. Powers. The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the powers conferred upon a not for profit corporation under Florida statutory and common law, all of the powers conferred upon a condominium association in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes, and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the power:

(1) to fix and to collect assessments and other charges to be levied against the Units in the Condominium;

(2) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association, pursuant to the Declaration, other covenants, easements, or contracts, has a right or duty to provide such services;

(3) to make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;

(5) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(6) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration and By-Laws;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals and, as such, to advance the business or ownership interests in such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to sue and be sued.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article 5.

B. The Association shall make no distributions of income to its members, directors, or officers.

Article 6. Members.

A. The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Unit, as those terms are defined in the Declaration, shall be a member of the Association and shall be entitled to vote as provided in the Declaration and in the By-Laws.

B. Change of membership in the Association shall be established by recording in the Official Records of Martin County, Florida, a deed or other instrument establishing record title to a Unit in the Condominium. Upon such recordation, the Owner designated by such instrument shall become a member of the Association and the membership of the prior Owner shall terminate.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of the Unit.

Article 7. Term. The Association shall have perpetual duration.

Article 8. Directors.

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. At a minimum, the Board of Directors shall consist of three directors. The number of directors shall be increased in accordance with the By-Laws.

B. The Board of Directors will be elected as provided in the By-Laws.

C. The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the By-Laws.

D. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 9. Liability of Directors. To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 10. Dissolution. The Association may be dissolved only as provided by Florida law and in the Condominium Instruments.

Article 11. Amendments. Amendments to these Articles may be adopted upon the affirmative vote or written consent of members entitled to cast at least a majority of the total votes in the Association. No amendment may be in conflict with the Declaration, and no

amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 12. Registered Agent and Office. The registered office of the Corporation is 401 East Osceola Street, Stuart, Florida 33995, and the registered agent at such address is Jane Cornett, Esq.

[CONTINUED ON FOLLOWING PAGE]

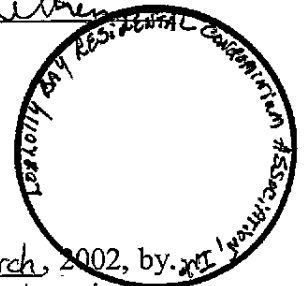
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 8th day of March, 2002.

By: B. Franklin Rassieur, Jr.
B. Franklin Rassieur, Jr., President

Attest: Thomas L. Nelson

State of Florida)
County of Martin) ss

(CORPORATE SEAL)



The foregoing instrument was acknowledged before me this 8th day of March, 2002, by Frank Rassieur, President, on behalf of Loblolly Bay Residential Condominium Association, Inc., a Florida not-for-profit corporation. He is personally known to me or has produced _____ as identification.

Rebecca L. Galante
Signature of Notary Public

[SEAL]



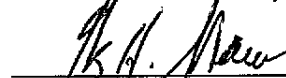
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My Commission Expires

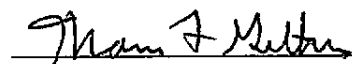
**CERTIFICATE OF THE BOARD OF DIRECTORS
LOBLOLLY BAY CONDOMINIUM ASSOCIATION, INCORPORATED.
REGARDING ADOPTION OF THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
LOBLOLLY BAY RESIDENTIAL CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of Sections 617.1007(3), Florida Statutes, the undersigned Directors of Loblolly Bay Condominium Association, Incorporated. ("Association"), submit the following statement.

1. The Amended and Restated Articles of Incorporation of the Loblolly Bay Residential Condominium Association, Inc., contain amendments requiring member approval. In accordance with the amendment procedures set forth in the Articles of Incorporation of Loblolly Bay Condominium Association, Incorporated, at least 75% of the votes of the Association approved of the Amended and Restated Articles of Incorporation of the Loblolly Bay Residential Condominium Association, Inc., at a Special Meeting of the Membership held on JANUARY 21, 2002.


B. Franklin Rassieur, Jr., President


Charles H. Shaw, Vice President


Thomas F. Githens, Secretary

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Loblolly Bay Residential Condominium Association, Inc.

2. The name and address of the registered agent and office is:

Jane L. Cornett, Esquire
(Name)

401 East Osceola Street
(Street Address)

Stuart, Florida 33995
(City/State/Zip)

FILED
02 MAR 27 PM 1:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Jane L. Cornett, Esquire

Date

Feb 8th, 2002