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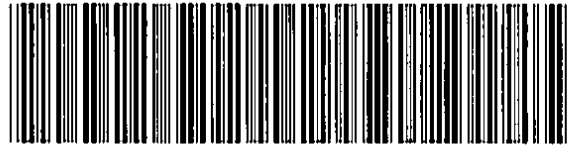
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Anglers Club Members Association, Inc.

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**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

ANGLERS CLUB MEMBERS ASSOCIATION, INC.

(A Florida corporation not for profit – Document No. 762472)

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**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

ANGLERS CLUB MEMBERS ASSOCIATION, INC.

(A Florida corporation not for profit – Document No. 762472)

WHEREAS, the Articles of Incorporation for Anglers Club Members Association, Inc. a Florida not for profit corporation (the “**Corporation**”) were filed with the Florida Secretary of State on March 17, 1982 and amended pursuant to an Amendment to Articles of Incorporation filed with the Florida Secretary of State on February 25, 1988 (collectively, the “**Prior Articles of Incorporation**”).

WHEREAS, the Corporation wishes to amend and restate the Prior Articles of Incorporation in its entirety as set forth in this First Amended and Restated Articles of Incorporation of Anglers Club Members Association (“**Articles of Incorporation**”) and the number of votes cast in favor of such Articles of Incorporation by the Equity Members, as such term is defined in the First Amended and Restated By-Laws of the Corporation dated as of December 1, 2021 (the “**By-Laws**”), was sufficient for approval.

NOW, THEREFORE, the Prior Articles of Incorporation are hereby replaced in their entirety by these Articles of Incorporation as of December 1, 2021:

ARTICLE I.
NAME AND PRINCIPAL ADDRESS

The name of the corporation is ANGLERS CLUB MEMBERS ASSOCIATION, INC. (the “**Corporation**”), with its principal address located at 50 Club House Rd, Key Largo, FL 33037.

ARTICLE II.
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III.
PURPOSE

The purpose for which the Corporation is organized is to create a legal entity for current and future members of the members association known as the Key Largo Anglers Club and to provide for the operation of a yacht and social club, including dockage for yachts with housing, dining and recreational facilities for members of the Corporation and their guests. The Corporation is also organized to engage in any lawful purpose or purposes not for pecuniary profit.

ARTICLE IV.
DIRECTORS

The Board of Governors (also known as the "Board"), whose membership shall consist of not less than seven (7) nor more than eleven (11) as determined by resolution of the Board from time to time, shall be elected in the manner provided in the By-Laws.

ARTICLE V.
OFFICERS

The affairs of the Corporation are to be managed by a President, Vice President, Second Vice President, Secretary and Treasurer, and such other officers appointed by the Board in accordance with the By-Laws. The President, Vice President, Second Vice President, Treasurer, and such other persons appointed by them, shall be the Executive Committee and shall have the power and duties conferred by the By-Laws. The officers shall be elected annually by the Board at its annual organizational meeting.

There shall also be honorary officers known as the Flag Officers. The Flag Officers shall be the Commodore, Vice Commodore, Rear Commodore and Fleet Captain. The Flag Officers shall be appointed in the manner provided in the By-Laws.

ARTICLE VI.
MEMBERS

The Corporation shall have members in such classes, with the duties, rights and obligations, as set forth in the By-Laws.

ARTICLE VII.
BY-LAWS

The By-Laws may be amended in accordance with Article XIX of the By-Laws.

ARTICLE VIII.
AMENDMENTS

These Articles of Incorporation may be further amended or restated by the affirmative vote of two-thirds (2/3) of the members of the Board; provided however, no amendment of these Articles of Incorporation shall materially reduce the rights of the members of the Corporation without an affirmative vote of a majority of the Equity Members voting on such amendment.

ARTICLE IX.
REGISTERED ADDRESS AND REGISTERED AGENT

The street address of the registered office of the corporation is **100 N.E. Third Avenue, Suite 1000, Fort Lauderdale, Florida 33301**, and the name of the initial registered agent of the corporation at that address is **David C. Hardin**.

ARTICLE X.
INCORPORATORS

The names and residential addresses of the original subscribers and incorporators of the Corporation were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Lambert	23 Isla Bahia Fort Lauderdale, Fla. 33316
Guy Bailey	One Biscayne Tower, Suite 3552 Miami, Florida
John Butler	1331 Euchid Avenue Cleveland, Ohio 44115

ARTICLE XI.
DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among its Equity Members in proportion to the value of their Equity Membership Certificates as last fixed by the Board.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these First Amended and Restated Articles of Incorporation of Anglers Club Members Association, Inc., as of December 1, 2021.

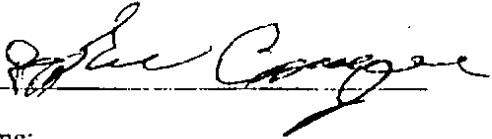
ANGLERS CLUB MEMBERS
ASSOCIATION, INC., a Florida not
for profit corporation

A handwritten signature in cursive script, appearing to read "R. M. O.", written over a horizontal line.

Name:

Its President

ANGLERS CLUB MEMBERS
ASSOCIATION, INC., a Florida not for
profit corporation

A handwritten signature in cursive script, appearing to read "John C. ...", written over a horizontal line.

Name:

Its Secretary

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Anglers Club Members Association, Inc. as of December 1, 2021.

A handwritten signature in black ink, appearing to be 'D. Hardin', written over a horizontal line.

David C. Hardin, Registered Agent