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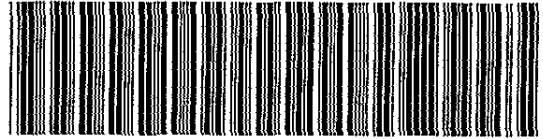
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March 29, 2006

Reply To:
Fort Myers
jadams@becker-poliakoff.com

Division of Corporations
Amendments Section
Post Office Box 6327
Tallahassee, Florida 32301

Re: Leisure Time Campsites & Club Association, Inc.


Dear Sir or Madam:

Enclosed please find Articles of Amended and Restated Articles of Incorporation for the above-referenced Corporation along with check number 2626 in the amount of \$35.00 to cover the cost of filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,


Joseph E. Adams
For the Firm

JEA/adc
Enclosures (as stated)

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WEST PALM BEACH

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* by appointment only

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

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Leisure Time Campsites & Club Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 2nd day of March, 2006.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:

(TWO)

LEISURE TIME CAMPSITES AND CLUB
ASSOCIATION, INC.

Signature

Printed Name

Signature

Printed Name

BY:

Carl A. Vollmer, President

Date:

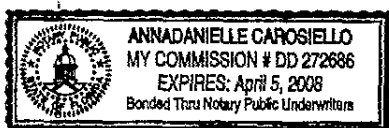
(CORPORATE SEAL)

STATE OF FLORIDA)

) SS:

COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 29th day of March, 2006, by Carl A. Vollmer as President of Leisure Time Campsites & Club Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.



Anna Danielle Carosiello
Notary Public

Anna Danielle Carosiello
Printed Name

My commission expires: _____

FILED
06 APR -3 AM 10:06
TALLAHASSEE, FLORIDA

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LEISURE TIME CAMPSITES & CLUB ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, and/or Chapter 720, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

LEISURE TIME CAMPSITES & CLUB ASSOCIATION, INC. The registered agent of the Association is the Law Offices of Becker & Poliakoff, P.A., 14241 Metropolis Ave., Suite 100, Fort Myers, FL 33912.

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for maintenance preservation and operation control of the Lots and Common Area within that certain tract of property known as LEISURE TIME CAMPSITES AND CLUB SUBDIVISION, a subdivision to be located in Lee County, Florida, hereinafter referred to as the "Properties", and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property to be recorded in the Public Records of Lee County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) 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 all office and other 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.
- (c) 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 Association. Providing,

Third Amended and Restated Articles of Incorporation

however, to sell, rent, lease, convey, dedicate or transfer all of any part of the Common Area or real property to any public agency, authority, utility or private entity for such purposes and subject to such conditions as may be agreed upon by the members.

No such disposition of the conditions required above, can be effective unless approved by two-thirds (2/3) of the voting interests, present in person or by proxy, and voting at any meeting of the membership at which a quorum is present.

- (d) Borrow money, and with the assent of two-thirds (2/3) of the voting interests present, in person or by proxy and voting, at any meeting of the membership at which a quorum is present, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not for Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by Covenants or records to assessments by the Association, including contract sellers, shall be a member of the Association. When more than one person holds an interest in any Lot(s), all such persons shall be members. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Members shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE IV

VOTING RIGHTS

Members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lots, all such persons shall be members. The vote for such Lots shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE V

BOARD OF DIRECTORS

The affairs of this Association will be managed by a Board of not less than three (3), as prescribed by the By-Laws, however, there shall at all times be an odd number of Directors. All Directors shall be members of the Association.

- A. TERM OF OFFICE. In all odd years, three (3) Directors shall be elected for a two-year (2) term and in even years, four (4) Directors shall be elected for a two-year (2) term.
- B. TAKING OFFICE. All newly elected Directors shall take office on November 1st of the year elected.

ARTICLE VI

DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the Common Areas, all assets and all other properties owned by the Association or any proceeds from the disposition thereof shall be shared equally by the 206 Lot Owners.

ARTICLE VII

DURATION

The Corporation shall exist perpetually.

ARTICLE VIII

AMENDMENTS

Amendments of these Articles shall require the consent of two-thirds (2/3) of the voting interests present, in person or by proxy, at any meeting of the membership at which a quorum is present, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the members as provided in the Declaration.

ARTICLE IX

NOT FOR PROFIT STATUS

In conformance with the requirements of Chapter 617 and/or Chapter 720, Florida Statutes, the corporation shall issue no stock, and no dividend shall be paid and no part of the income of the

Third Amended and Restated Articles of Incorporation

corporation shall be distributed to the members, directors or officers.

ARTICLE X

The **By-Laws** may be amended as provided therein.

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