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October 18, 1999

State of Florida
Division of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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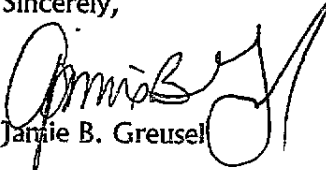
Re: SANDPIPER CONDOMINIUM ASSOCIATION OF MARCO ISLAND,
INC.
File #4413

Gentlemen/Ladies:

Enclosed are two original copies of the First Amended and Restated Articles of Incorporation for the corporation referenced above, along with a check in the amount of \$43.75 made payable to the Secretary of State, representing \$35.00 filing fee and \$8.75 for certification.

Kindly file the original in your office and return a certified copy to our office.

Sincerely,


Jamie B. Greusel

JBG/mh
Enclosures

Amended & Restated Art.

V. SHEPARD OCT 29 1999

FILED
99 OCT 20 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
SANDPIPER CONDOMINIUM ASSOCIATION OF MARCO ISLAND, INC.

Pursuant to Section 617, Florida Statutes, the Articles of Incorporation of Sandpiper Condominium Association of Marco Island, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on December 22, 1982, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617, and the omission of matters of historical interest. This Amended and Restated Articles of Incorporation of Sandpiper Condominium Association of Marco Island, Inc. shall henceforth be as follows:

ARTICLE I

The name of the corporation, hereinafter called "Condominium Association" is SANDPIPER CONDOMINIUM ASSOCIATION OF MARCO ISLAND, INC. And the corporate office address is 850 South Collier Blvd., Marco Island, FL 34145.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Condominium Association is organized is to provide an entity in accordance with the Condominium Act for the operation of Sandpiper, a Condominium, located in Collier County, Florida.

The Condominium Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earning of the Condominium Association shall be distributed or inure to the private benefit of any member, director or officer of the Condominium Association. For the accomplishment of its purposes, the Condominium Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Amended and Restated Articles of Incorporation, the Declaration of Condominium, the By-laws or the Florida Condominium Act, as they may be amended from time to time.

The Condominium Association shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including, but not limited to, the following:

A. To make and collect assessments against the members of the Association in order to defray the costs, expenses and losses of the Association, and to use the proceeds of said assessments in the exercise of its powers and duties;

B. To protect, maintain, repair, replace and operate the Condominium property and Association property;

C. To purchase insurance on the Condominium property and Association property for the protection of the Association, its members and their mortgagees;

D. To make, amend, and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association;

E. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Declaration of Condominium and the By-laws;

F. To reconstruct improvements after casualty and to make further improvements of the property;

G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Amended and Restated Articles, the By-laws and any Rules and Regulations of the Association, as amended;

H. To contract for the management and maintenance of the Condominium and the Condominium Property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Condominium Association;

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for the proper operation of the Condominium;

J. To acquire real and personal property in the name of the Association;

K. To borrow money, if necessary, to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Amended and Restated Articles of Condominium, and the By-laws, as may be amended from time to time.

ARTICLE III

MEMBERSHIP: The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, and as further provided in the by-laws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by delivery to the Association of a copy of such instrument. The share of a member in the funds and assets of the Association cannot be assigned or otherwise transferred in any manner except as an appurtenance to his unit. The owners of each unit, collectively, shall be entitled to one vote in the Association matters as set forth in the Declaration of Condominium and by-laws. The manner of exercising voting rights shall be as set forth in the by-laws.

ARTICLE IV

TERM: The term of the Condominium Association shall be perpetual.

ARTICLE V

BY-LAWS: The by-laws of the Condominium Association may be amended or rescinded in the manner provided for therein.

ARTICLE VI

AMENDMENTS: Except as otherwise provided under Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests present in person or by proxy at any duly called membership meeting, or by approval in writing of the owners of a majority of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Condominium Association and that the notice contains a copy of the proposed Amendment. Any amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS: The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the by-laws, but in any event no less than three (3) Directors. All Directors shall be elected by the members in the manner detailed in the by-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the by-laws. The officers shall conduct the business of the Association, and shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Condominium Association and shall serve at the pleasure of the Board.

ARTICLE VIII

INDEMNIFICATION: The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees incurred by or imposed on them in connection with any legal proceeding to which he may become a party as a result of his position as an officer or director of the Association, provided, however, said indemnification shall not apply in the event of gross negligence or willful misconduct of the Director or officer, or in any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in the best interest of the Condominium Association.

WHEREFORE, the incorporators have caused these presents to be signed this 14th day of October, 1999.

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Sandpiper Condominium Association of Marco Island, Inc., hereby certify that the foregoing were duly proposed by the Board of Directors and that the foregoing were approved by at least seventy-five percent of the votes of all members entitled to vote thereon at a duly called meeting, at which a quorum was present originally held on the 8th day of October, 1999, which was a sufficient number for approval, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 14th day of October, 1999.

Sandpiper Condominium Association of Marco Island, Inc.

By: _____
President

Attest: _____

Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 14th day of October, 1999 by Arthur Kuhn as President and Robert Foss as Secretary, as Sandpiper Condominium Association of Marco Island, Inc., who is personally known to me or who has produced _____ as identification.

Denise Ann Maccarini
Notary Public

Print Name: Denise Ann Maccarini

My commission expires: 8/12/00

(SEAL)



Denise Ann Maccarini
MY COMMISSION # CC576034 EXPIRES
August 12, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

SANDPIPER CONDOMINIUM ASSOCIATION OF MARCO ISLAND, INC. hereby designates Jamie B. Greusel, a resident of Collier County, Florida, whose business address is 9104 North Collier Blvd., Marco Island, FL 34145, as registered agent to accept all service of process on its behalf.

Robert Foss

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for SANDPIPER CONDOMINIUM ASSOCIATION OF MARCO ISLAND, INC., at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping said office open.

10/17/99
Date

Jamie B. Greusel

Jamie B. Greusel