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MARINA BEACH ASSOCIATES, INC.

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Amend & Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
MARINA BEACH ASSOCIATES, INC.
A For-Profit Corporation

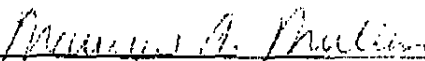
1. The name of the corporation is "Marina Beach Associates, Inc." (the "Corporation"). The Corporation is incorporated under and governed by the Florida Business Corporation Act, Chapter 607, Florida Statutes.
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety and superseded by the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.
3. The Amended and Restated Articles of Incorporation attached as Exhibit A were duly adopted by unanimous consent pursuant to Florida Statutes Section 607.1006 by the directors and shareholders on 11/23, 2010.

IN WITNESS WHEREOF, the undersigned, the sole director and shareholder of the Corporation, has executed this document effective as of the 23 day of November, 2010.

Carol M. Mullins and Maureen A. Mullins,
Trustees of the CAROL M. MULLINS
SURVIVOR TRUST dated as of May 25, 2008



Carol M. Mullins, Trustee



Maureen A. Mullins, Trustee

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**SECRETARY OF STATE Exhibit A
TALLAHASSEE, FLORIDA**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARINA BEACH ASSOCIATES, INC.
A FOR-PROFIT CORPORATION**

Pursuant to Chapter 607, Florida Statutes., the Articles of Incorporation for Marina Beach Associates, Inc., a Florida for-profit corporation, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to section 607.1003, Florida Statutes, and there is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to section 607.1007 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

**Article 1
NAME**

The name of the Corporation is Marina Beach Associates, Inc..

**Article 2
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of the Corporation in the State of Florida is Michael Volpe. The registered office of the Corporation in the State of Florida is located at 711 Fifth Avenue South, Naples, Florida 34102-6628.

**Article 3
CAPITAL STOCK**

The aggregate number of shares that the Corporation has authority to issue is 1,000,000 shares of capital stock, par value \$.01 per share, of which 50,000 are voting common stock and 950,000 are non-voting common stock.

**Article 4
PURPOSES AND POWERS**

The Corporation shall have general business purposes and shall possess all powers necessary to conduct any business in which it is authorized to engage, including but not limited to, all those

powers expressly conferred upon business corporations by Chapter 607 of the Florida Statutes, as it may from time to time be amended, together with those powers implied therefrom.

**Article 5
DURATION**

The Corporation shall have perpetual duration.

**Article 6
NO PREEMPTIVE RIGHTS; NO CUMULATIVE VOTING**

No shareholder of the Corporation shall be entitled to any cumulative voting rights.

No shares of any class or series of the Corporation shall entitle the holders to any preemptive rights to subscribe for or purchase additional shares of that class or series or any other class or series of the Corporation now or hereafter authorized or issued.

**Article 7
LIMITATION OF LIABILITY**

No director shall be personally liable to the Corporation or to its shareholders for monetary damages for any breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the laws of the State of Florida as the same may exist or may hereafter be amended. Any repeal or modification of the provisions of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Any person who at any time shall serve or shall have served as a director, officer, or employee of the Corporation, or of any other enterprise at the request of the Corporation, and the heirs, executors and administrators of such person shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, the provisions of the Florida Business Corporation Act, as it may be amended from time to time.

**Article 8
ACTION WITHOUT A MEETING**

An action required or permitted to be taken at a meeting of the directors may be taken by written action signed by all of the directors, and in the case of an action which need not be approved by the shareholders, such action may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the directors at which all directors were present.

**Article 9
INDEMNIFICATION**

To the fullest extent authorized under Florida law, the Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being a director or an officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such director or an officer of the Corporation, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; and if allowed by applicable statute, the Corporation may advance to any such person funds to pay expenses for all legal and other expenses reasonably incurred by him or her in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such person was entitled to indemnification hereunder; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable Florida law.

* * * * *

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 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.

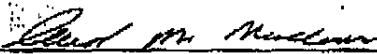
1. The name of the Corporation is:

MARINA BEACH ASSOCIATES, INC.

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

Michael Volpe
711 Fifth Avenue South
Naples, Florida 34102-6628.

Carol M. Mullins and Maureen A. Mullins,
Trustees of the CAROL M. MULLINS
SURVIVOR TRUST dated as of May 25, 2008




Carol M. Mullins, Trustee



Maureen A. Mullins, Trustee

DATE 11-23-10

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.



DATE 11-23-10