

Division of Corporations

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Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

GULF BAY LAND HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
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Amended
5/30/2008
12/20/08

**SECOND-AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GULF BAY LAND HOLDINGS, INC.**

FILED
08 MAY 20 PM 2:35
SECRETARY OF STATE
TAMPA, FLORIDA

The Articles of Incorporation of GULF BAY LAND HOLDINGS, INC., a Florida corporation originally filed on September 12, 1988, as amended and restated on February 29, 2000, are hereby amended and restated pursuant to the provisions of Sections 607.0704, 607.1006 and 607.1007 of the Florida Business Corporation Act. The following Second Amended and Restated Articles of Incorporation were duly adopted by the written consent of the Board of Directors as of May 16, 2008, and approved by the written consent of the shareholders as of May 16, 2008 pursuant to the provisions of Sections 607.0704, 607.1006 and 607.1007 of the Florida Business Corporation Act as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of this Corporation is Gulf Bay Land Holdings, Inc. The principal office of the Corporation shall be located at 3200 Tamiami Trail North, Suite 200, Naples, Florida, 34103.

**ARTICLE II
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Registered Office of this Corporation in the State of Florida is 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103. The name of the Registered Agent of this Corporation at the above address is Mark J. Woodward.

**ARTICLE III
CORPORATE PURPOSES**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The Corporation shall have the authority to issue seven thousand five hundred (7,500) shares of common stock having a par value of \$1.00 per share (the "Common Stock"). All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

(a) Voting Rights. Except as set forth herein or as otherwise required by law, each outstanding share of Common Stock shall be entitled to vote on each matter on which the stockholders of the Corporation shall be entitled to vote, and each holder of Common Stock shall be entitled to one vote for each share of such stock held by such holder.

(b) Dividends and Other Distributions. The Board of Directors of the Corporation may cause dividends to be paid to holders of shares of Common Stock out of funds legally available for the payment of dividends. Any dividend or distribution on the Common Stock shall be payable on shares of all Common Stock, share and share alike.

(c) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of shares of Common Stock shall be entitled to share ratably, share and share alike, in the remaining net assets of the Corporation.

ARTICLE V VOTING REQUIREMENTS FOR AMENDMENT

Any action to alter, amend, repeal or modify these Second Amended and Restated Articles of Incorporation shall be null and void unless approved by a simple majority of the then issued and outstanding shares of Common Stock.

ARTICLE VI INCORPORATION

The name and address of the Incorporator of this Corporation was:

Mark J. Woodward
3200 North Tamiami Trail, Suite 200
Naples, Florida 34103

ARTICLE VII TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law, or unless otherwise agreed to by the unanimous affirmative vote of the members of the Board of Directors.

ARTICLE VIII BYLAWS

The Corporation's Board of Directors is expressly authorized to alter, amend, repeal or adopt the Bylaws of the Corporation; provided, that any action to alter, amend, repeal or adopt the Bylaws of the Corporation shall be null and void unless approved by a majority of the Board of Directors.

ARTICLE IX
ELECTIONS

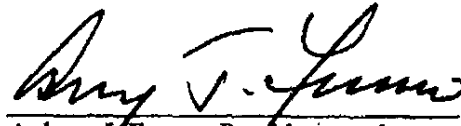
Elections of directors need not be by written ballot unless, and to the extent, so provided in the Corporation's Bylaws.

ARTICLE X
AMENDMENT

Except as provided in Article V, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Second Amended and Restated Articles of Incorporation in any manner now or hereafter provided herein or by statute and, all rights, preferences and privileges conferred by these Second Amended and Restated Articles of Incorporation upon shareholders, directors or any other person are granted subject to such right.

THE UNDERSIGNED, being an authorized officer of the Corporation has duly executed these Second Amended and Restated Articles of Incorporation as of this 20 day of May, 2008.

By:


Aubrey J. Ferrao, President, and not
Individually

[Parcel T: Signature Page to Second Amended and Restated Certificate of Incorporation of
Gulf Bay Land Holdings, Inc.]