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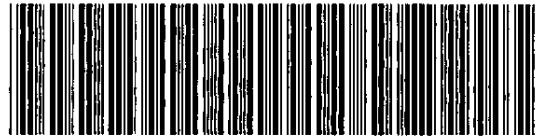
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*Amended &
Restated Articles*

01/22/10--01032--008 **52.50

FILED

2010 JAN 22 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DR
1/22/10*



DAVID H. ROSENBERG, P.L.

ATTORNEYS AT LAW

January 19, 2010

VIA FEDERAL EXPRESS

Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: **THE BEACH CLUB AT ANNA MARIA CONDOMINIUM ASSOCIATION, INC.**

Dear Sir/Madam:

Enclosed herewith for filing are the Amended and Restated Articles of Incorporation for the above corporation.

Also, **enclosed** please find a check in the amount of \$52.50, representing payment of your filing fee and certificate of status and a certified copy.

If you have any questions with regard to this letter and/or the enclosure, please do not hesitate to contact me.

Very truly yours,

A stylized signature of David H. Rosenberg, consisting of several overlapping loops and a long horizontal stroke.

David H. Rosenberg, Esq.
For the Firm

Enclosure as Noted

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

of

THE BEACH CLUB AT ANNA MARIA
CONDOMINIUM ASSOCIATION, INC.

FILED
2010 JAN 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION HEREBY REPLACE AND SUPERSEDE IN FULL THOSE CERTAIN ARTICLES OF INCORPORATION DATED FEBRUARY 6, 2007 AND FILED ON FEBRUARY 8, 2007 AND THOSE CERTAIN ARTICLES OF AMENDMENT DATED APRIL 25, 2007 AND FILED APRIL 27, 2007 AND THOSE CERTAIN ARTICLES OF AMENDMENT DATED JULY 24, 2007 AND FILED JULY 30, 2007 AND THOSE CERTAIN ARTICLES OF AMENDMENT DATED NOVEMBER 14, 2007 AND FILED NOVEMBER 20, 2007.

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, do hereby declare as follows:

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be **THE BEACH CLUB AT ANNA MARIA CONDOMINIUM ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 1626 Ringling Boulevard, Fifth Floor, Suite 500, Sarasota, Florida 34236. The corporation may change its principal office from time to time as permitted by law.

ARTICLE III
PURPOSES OF CORPORATION

The purpose of the Association shall be to operate and manage the affairs and property of the condominium known as **THE BEACH CLUB AT ANNA MARIA, A CONDOMINIUM** located at 2201 Gulf Drive North, Bradenton Beach, Florida 34217, and to perform each and every act provided in the Declaration of Condominium of the said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

ARTICLE IV POWERS

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium of The Beach Club at Anna Maria, a Condominium. As more particularly set forth in the Declaration of Condominium of The Beach Club at Anna Maria, a Condominium, the Association may acquire leasehold, membership and other possessory or use interests (whether or not such interests relate to property contiguous to the lands of the condominium) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, and the Association may acquire, convey, lease and mortgage Association property.

ARTICLE V MEMBERS

All persons owning a vested present interest in the fee title to a condominium unit in The Beach Club at Anna Maria, a Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Manatee County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the condominium, the membership of a unit owner who conveys his unit to the trustee as provided in the Declaration of Condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee.

After the Association approves of a conveyance of a condominium unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration of Condominium of The Beach Club at Anna Maria, a Condominium, the subscriber hereto shall constitute the sole member of the Association.

ARTICLE VI VOTING RIGHTS

The voting rights of each unit shall be determined on an equal fractional basis. That is, each unit shall be entitled to one (1) vote. When more than one person owns a unit in the condominium, the vote for that unit shall be exercised as they among

themselves determine, but in no event shall more than one vote be cast with respect to any one unit, and the vote shall not be divided among the owners of any one unit. If one owner owns more than one unit, such owner shall have the one vote for each unit owned. If the units are joined together and occupied by one owner, such owner shall have a separate vote for each unit owned.

ARTICLE VII INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VIII EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at David H. Rosenberg, Esq., 1626 Ringling Boulevard, Fifth Floor, Suite 500, Sarasota, Florida 34236 and the registered agent at such address shall be David H. Rosenberg, until such time as another registered agent is appointed by resolution of the board of directors.

ARTICLE X NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a board of directors which shall consist of not less than three (3) persons, as shall be elected or appointed as set forth in the Bylaws.

ARTICLE XI BOARD OF DIRECTORS AND OFFICERS

The names and mailing addresses of the initial board of directors and officers are as follows:

<u>Name</u>	<u>Mailing Address</u>
Charles L. Starr, III	1626 Ringling Boulevard, Suite 500 Sarasota, Florida 34236

Kim D. Walker

1626 Ringling Boulevard, Suite 500
Sarasota, Florida 34236

David H. Rosenberg

1626 Ringling Boulevard, Suite 500
Sarasota, Florida 34236

ARTICLE XII RECALL AND REMOVAL OF DIRECTORS

Subject to the provisions of Article XIV hereof, and the provisions of the Condominium Act, Chapter 718, Florida Statutes, and the rules and regulations promulgated pursuant thereto, directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association.

ARTICLE XIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association to the extent required by Florida law. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XIV RIGHTS OF DEVELOPER

As more particularly set forth in Section 718.301, Florida Statutes, RAPS Development, LLC, a Florida limited liability company, which is the developer of The Beach Club at Anna Maria, a Condominium, and which is referred to herein as the Developer, shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

1. When fifteen percent (15%) or more of the units in the condominium are conveyed to owners other than the Developer, such owners shall be entitled to elect not less than one-third (1/3) of the directors.

2. Unit owners other than the Developer shall be entitled to elect not less than a majority of the directors upon the occurrence of the earliest of the following:

(a) Three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to owners other than the Developer; or

(b) Three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to owners other than the Developer; or

(c) When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to owners other than the Developer, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(d) When some of the units have been conveyed to owners other than the Developer and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(e) Seven (7) years after recordation of the Declaration of Condominium for The Beach Club at Anna Maria, a Condominium in the Public Records of Manatee County, Florida.

3. When the Developer no longer holds for sale in the ordinary course of business at least five percent (5%) of the units that will be operated ultimately by the Association, owners other than the Developer shall be entitled to elect all of the directors.

4. Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners.

ARTICLE XV BYLAWS

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in such Bylaws.

ARTICLE XVI. SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Charles L. Starr, III

1626 Ringling Boulevard, Suite 500
Sarasota, Florida 34236

ARTICLE XVII. AMENDMENT

These Articles of Incorporation may be amended as provided by Chapter 617, Florida Statutes; provided, however, that any such amendment shall be approved by at least fifty-one percent (51%) of the voting interests of the Association and by a majority of the board of directors.

IN WITNESS WHEREOF, I, the undersigned subscriber hereby adopt these Amended and Restated Articles of Incorporation, and hereunto set my hand and seal this January 19, 2010.

PRESENTLY, THERE ARE NO MEMBERS WITH VOTING INTERESTS IN THE ASSOCIATION OTHER THAN THE ABOVE REFERENCED BOARD OF DIRECTORS WHO HAVE UNANIMOUSLY APPROVED THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION.


Charles L. Starr, III -Director

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19th day of January, 2010, by Charles L. Starr, III. He is personally known to me.



MELISSA ROBINSON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION #DD738028
EXPIRES 12/22/2011
1-888-888-NOTARY1


Notary Public: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts designation as registered agent of the foregoing corporation. The undersigned is familiar with, and accepts, the obligations of that position.

Dated this: 19th day of January, 2010.


David H. Rosenberg